soitec

General Secretary

2026 Governance roadshow

June 2026

AGENDA

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01

New CEO appointment

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CEO SELECTION PROCESS

IDENTIFICATION OF CANDIDATES

01

- Setting up of a Restricted Committee and definition of the CEO profile
- Launch of the search
- Selection of a short list of external and internal candidates
- Approach of the candidates

SELECTION AND ASSESSMENT OF CANDIDATES

02

- Interview and assessment of external candidates
- Interview and assessment of internal candidates

FINAL SELECTION

03

- Final interviews
- Final selection by the Restricted Committee and the Compensation, Nominations and Board Governance Committee

ANNOUNCEMENT

04

- Approval by the Board of Directors of the appointment of the new CEO
- Public announcement

CEO SEARCH PROFILE

- Former CEO preferred (open to high-potential non-CEO profiles).
- Deep expertise in semiconductors or broader technologies sectors.
- Strategic thinker with global exposure and a strong go-to-market/sales focus.
- French or French-speaking European profiles preferred.

The Board of Directors took care to select a leader capable of leveraging the Group's diversified portfolio of products and seizing new growth opportunities, particularly ones related to artificial intelligence (AI).

LAURENT REMONT - CHIEF EXECUTIVE OFFICER SINCE APRIL 1, 2026

Professional experience

Before joining the Company, he served as Senior Vice President and General Manager of MEMS and Magnetics at Infineon Technologies, a leading integrated semiconductor manufacturer, which he joined in 2019. In this role, he also led the Group's Radio Frequency and Sensors business, covering a portfolio that included sensors, radars, microphones and RF components, as well as systems and IoT innovation activities.

Before joining Infineon, he was Chief Technology Officer (CTO) and executive committee member at Kontron AG, an international specialist in industrial IoT solutions and embedded systems.

Laurent Rémont began his career at Philips, before spending more than fifteen years at STMicroelectronics, where he held various general management positions in the Connected Home division, as well as in R&D, embedded systems, product development and operational unit management.

He holds an engineering degree from Grenoble INP – ENSERG.

CEO SHAREHOLDING REQUIREMENT

- Laurent Rémont must retain a minimum of 1,000 Company shares for the entire term of office (including the performance shares allocated free of charge to the CEO and retained in compliance with the decision of Board of Directors - 10% of his fixed compensation at the vesting date).
- Shares must be held in registered form and cannot be sold during the term of office.
- Shares may only be sold in exceptional circumstances approved by the Board.
- Performance shares must be allocated until this requirement is met.
- Laurent Rémont has formally committed to no hedging transactions involving Soitec shares or related financial instruments.

02

Changes in the Board of Directors

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STAGGERED TERMS OF OFFICE FOR DIRECTORS

- Two departing directors (*)
- Two directors to be renewed (**)
- Two new directors proposed: Laurent Rémont and Didier Fontaine

PROPOSED REAPPOINTMENTS AND APPOINTMENT

The proposed reappointment of Christophe Gégout as an independent director, while he is also Chair of the Audit and Risks Committee, will enable the Board to continue to benefit from his solid grasp of financial issues and his strategic point of view on industrial risks. His reappointment ensures the continuity of the Board's financial expertise, essential for securing strategic investments and supporting deployment of the Group's growth trajectory.

The reappointment of Delphine Segura Vaylet as an independent director, while she chairs the Compensation, Nominations and Board Governance Committee, will enable the Board to continue to benefit from her solid experience in governance and human capital. Her reappointment is in line with the Group's commitment to maintaining a demanding corporate governance structure, perfectly in line with its development goals.

The proposed appointment of Laurent Rémont at the Board of Directors reflects the Board's determination to build on the foundations laid in recent years in order to consolidate the Group's development, leverage its diversified portfolio of products and technologies, particularly in the area of artificial intelligence, and seize the opportunities offered by the semiconductor markets.

DIDIER FONTAINE - PROPOSED INDEPENDENT DIRECTOR

Professional experience

Didier Fontaine, currently Executive Vice President in charge of Finance, Legal, Strategy and M&A, IT and Purchasing for the IDEMIA Group, brings over 25 years of executive experience from major international groups. After early management roles in banking, Schlumberger, and Faurecia, he established himself as an expert in strategic transformation. He notably served as Group CFO at Plastic Omnium during the 2008 crisis and held CFO roles at Constellium and Verallia Packaging, where he successfully led their respective IPOs on the NYSE and Euronext. Additionally, he played a key role in the Zodiac Aerospace/Safran merger as Administrative and Financial Director.

The appointment of Didier Fontaine as an independent director will enable the Board to benefit from his recognized expertise in global financial matters, strategy and cybersecurity. In addition, his experience in supporting companies listed on international markets (Euronext, NYSE) will be a major asset for the Group's Board of Directors and its corporate governance. This appointment is part of a drive to strengthen the Board's expertise in order to support Soitec's performance.

Skills :
Executive Management, Finance, International, Environment, Governance, Semiconductor industry, TMT, Application domains

BOARD MEMBERS AND THE STRATEGIC COMMITTEE

INDEPENDENT BOARD MEMBERS

Frédéric Lissalde
CHAIR

Christophe Gégout*

Françoise Chombar

Laurence Delpy representing FSP

Delphine Segura-Vaylet

Shuo Zhang

NON-INDEPENDENT BOARD MEMBERS

Samuel Dalens
representing
Bpi Participations

Julie Galland
representing
CEA investissement

Satoshi Onishi

Independence Rate as of July 2026*
(excluding employee directors)

64%

Women Rate as of July 2026*
(excluding employee directors)

45%

EMPLOYEE DIRECTORS

Victor Barruol

Didier Landru

Proposed Board and Committee appointments (2026 Annual Shareholders' Meeting)

Laurent Rémont
CEO

Didier Fontaine
Independent Director

Departing Directors

Maude Portigliatti
Independent Director

*Subject to approval by the AGM of the proposed appointments and reappointments

AUDIT AND RISKS COMMITTEE

INDEPENDENT BOARD MEMBERS

Christophe Gégout**

CHAIR

Frédéric Lissalde

Françoise Chombar

Shuo Zhang

NON-INDEPENDENT BOARD MEMBER

Samuel Dalens
representing
Bpi Participations

Proposed Committee appointment (2026 Annual Shareholders' Meeting)

Didier Fontaine
Independent Director

Independence Rate as of July 2026*
(excluding employee directors)

83%

Women Rate as of July 2026*
(excluding employee directors)

33%

*Subject to the approval by the AGM of the proposed appointments and reappointments
**Christophe Gégout will no longer be considered as an independent director on April 19, 2027. He will be replace as Chair of the Audit and Risks Committee by this date.

COMPENSATION, NOMINATIONS AND BOARD GOVERNANCE COMMITTEE

INDEPENDENT BOARD MEMBERS

Delphine Segura Vaylet

CHAIR

Laurence Delpy
representing FSP

Shuo Zhang

NON-INDEPENDENT BOARD MEMBER

Samuel Dalens
representing
Bpi Participations

EMPLOYEE DIRECTOR

Didier Landru

Independence Rate as of July 2026*
(excluding employee directors)

75%

Women Rate as of July 2026*
(excluding employee directors)

75%

*Subject to the approval by the AGM of the proposed appointments and reappointments

SUSTAINABILITY COMMITTEE

INDEPENDENT BOARD MEMBERS

Laurence Delpy
representing FSP

CHAIR

Christophe Gégout*

Françoise Chombar

Delphine Segura-Vaylet

EMPLOYEE DIRECTOR

Victor Barruol

Independence Rate as of July 2026*
(excluding employee directors)

100%

Women Rate as of July 2026*
(excluding employee directors)

75%

*Subject to the approval by the AGM of the proposed appointments and reappointments

03

Former CEO FY’26 compensation

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FY'26 PIERRE BARNABE COMPENSATION ELEMENTS

Fixed compensation*	**€525,673 (v.s. €530,000)**
Short variable compensation	**€443,080** **(i.e. 83.6% achievement - see next slide)**
Long term variable compensation	**28 754 shares granted representing €1,211,406 forfeited on March 31, 2026** **Delivery of 2,829 shares under the Onyx 2025 plan**
Non compete indemnity	**€262,837 representing 50% of his annual fixed compensation (gross) paid during the last 12 months**
Supplementary pension plan and benefits in kind	**In line with previous years**

*5% reduction in fixed salary for 2 months (approved by the Board on 11/19/2025) in solidarity with employees being furloughed

	Objective	Weighting	Max.%	% ach.
FINANCIAL	**Revenue** *(in US$ thousands) :* Revenue for fiscal year 2025-2026 was below the minimum target of US$771 thousand for the criterion, i.e., 80% of the targeted amount	20%	30%	0%
	EBITDA *(as a % of revenue in € at constant exchange rates) :* The consolidated EBITDA for fiscal year 2025-2026 was below the minimum target of 30% for the criterion, i.e., 80% of the targeted amount	20%	30%	0%
	Free cash flow *(in € millions):* Free cash flow for fiscal year 2025-2026 amounted to €63 million, i.e., 69% of the targeted amount (above the target of €30 million, 50% of the criterion)	20%	30%	30%
STRATEGIC	**Innovation:** Result: 150% All three objectives were almost met. / Criterion: 1 objective met = 50%; 2 objectives met = 100%; 3 objectives met = 150% Number of patents filed Send prototypes to customers and launch incubators Strengthening cooperation with a major research laboratory	8%	12%	11%
	Commercial challenges for each division(1) : Result: 100%. Two objectives were met. / Criterion: 1 objective met = 50%; 2 objectives met = 100%; 3 objectives met = 150% Edge & Cloud AI: a Photonics qualification Mobile Communications: a commercial partnership in China Automotive & Industrial: three new SmartSiC™ qualifications	8%	12%	8%
	Human Resources : Result: 150%. All three objectives were met. / Criterion: 1 objective met = 50%; 2 objectives met = 100%; 3 objectives met = 150% Well-being: roll-out of the annual employee engagement survey (Voice of Employees – VoE) and implementation of one initiative related to each of the Group's three main priorities during the fiscal year Executive Committee succession plan: updated succession plan Talent development: maintain the voluntary turnover rate at the fiscal year 2024-2025 level (6% maximum)	8%	12%	12%
	ESG : Result: Climate: 14,682 tCO_2eq. (115.9%) / Water: 0.60l/sq.m. (150%) / Diversity: 26.8% (150%) / Talent development: 75% (150%) Climate: reduction of carbon emissions (Scope 1 and 2) in calendar year 2025: min. threshold (50%): 16,000 tCO_2eq/max. threshold (150%): 14,000 tCO_2eq. Water: reduction of water withdrawals from natural sources per sq.cm.: min. threshold (50%): 0.82l/sq.m/max. threshold (150%): 0.72l/sq.m Diversity: increase in the proportion of women in senior management (Top Management - JG ≥150)): threshold to be reached (100%): 26%/max. threshold (150%): 26.5% Talent development: 60% of succession plans for the positions of direct managers on the Executive Committee include at least one woman	16%	24%	22.6%
	Diversification	10%	10%	0%
	TOTAL VARIABLE PORTION DUE FOR FY'26	**100%**	**150%**	**83.6%**

04

Chair and Directors FY’26 compensation

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FY’26 CHAIR AND DIRECTORS COMPENSATION ELEMENTS

	Awarded compensation	Paid compensation*
CHAIR OF THE BOARD	€280,000	€277,667
DIRECTORS	€697,615**	€691,610

** With regard to the compensation awarded to the Chair of the Board and the Directos for FY’26, it should be noted that, at the Board of Directors' meeting of November 19, 2025, as a gesture of solidarity in the context of the Company's employees being furloughed, the Chair of the Board and the Directors agreed to a 5% reduction in their annual compensation, applied on a basis equivalent to two months in office.*

*** Within €820,000 maximum amount*

05

New CEO compensation policy for FY'27

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CEO COMPENSATION CONSIDERATIONS

The compensation policy for the new CEO was determined taking into account:

1. Afep-Medef Code and Board fundamental principles.

2. Company strategy, performance, and long-term objectives.

3. Competitive compensation benchmarking in relation to two revised defined peer groups (European and French) based on market capitalization, revenue, industry, and geographic presence.

4. The CEO has not an employment contract (Article 23 of Afep-Medef Code).

CEO COMPENSATION PACKAGE - CURRENT AND PROPOSED

Pierre Barnabé compensation package at target

Pierre Barnabé compensation package at maximum

Laurent Rémont compensation package at target

Laurent Rémont compensation package at maximum

PROPOSED FY'27 CEO COMPENSATION PACKAGE

Fixed compensation*	**€500 000** **(vs. €530 000 for P. Barnabé)**
Short variable compensation	**Range : 0-150%** **(vs. 0-165% for P. Barnabé)** **Target : 100%**
Long term variable compensation	**150% of the fixed compensation** **(vs. 250% for P. Barnabé)**
Termination benefit / Non compete indemnity	**In line with previous years**
Supplementary pension plan and benefits in kind	**In line with previous years**

CEO FY'27 SIGNING BONUS

- **Number of shares granted** : 8,012 performance shares (i.e. 85% of his CEO fixed compensation)
- **LTI plan concerned**: Onyx FY'28 LTI plan
- **Vesting date :** August 1, 2028

Performance conditions

25%	Cumulative revenue
25%	EBIT
30%	Relative TSR
25%	ESG (Carbon footprint (scope 1 and 2, water withdrawals, women in senior management positions and in Group's total workforce, Code of Conduct and cybersecurity trainings)

NEW CEO FY'27 SHORT TERM VARIABLE COMPENSATION OBJECTIVES UNDER DISCUSSION

		Target	Max
FINANCIAL	Photonics revenue	20%	30%
	Current EBIT	20%	30%
	Free cash-flow	20%	30%
STRATEGY	Signing of memorandums of understanding for new technologies with one or more major semiconductor customers	10%	15%
	Product portfolio management	10%	15%
ESG	Carbon (Scopes 1 and 2) in tCO_2/€m of revenue	10%	15%
	Human Resources (retaining talent and organization)	10%	15%
TOTAL		**100%**	**150%**

NEW CEO FY'27 LONG TERM VARIABLE COMPENSATION OBJECTIVES UNDER DISCUSSION

3 years Presence condition

Performance conditions

40%	Earnings per share
30%	Relative TSR
30%	ESG (water reuse and diversity and inclusion)

CEO PEER GROUPS 2026 REVIEW

The peer groups were reviewed end of 2025 to reflect Soitec's recent performance and market capitalization (notably the -18% turnover decline vs. FY'23 and the -77% market capitalization since December 30th, 2022):

✔ **European Peer Group** (17 international companies): Ams-OSRAM, Tecan Group, AT&S, SMA Solar, Siltronic, Eutelsat, Jenoptik, VAT Group, Barco, Melexis, X-FAB, Aixtron, BE Semiconductor Indus, Elmos Semiconductor, Technoprobe, Nordic Semiconductor, NCAB group.

- Stability: The core of the historical panel remains intact (15 out of 19 companies retained).
- Positioning: Soitec remains well-aligned with this group, positioned near the median for turnover and market capitalization, and between the 25th percentile and the median for headcount.

✔ **French Peer Group** (21 listed companies: Next20, CAC Mid 60, and CAC Small): FDJ United, Ipsos, TF1, BIC, Getlink, Virbac, M6 METROPOLE TV, Eutelsat, Mersen, Viridien, Beneteau, Solutions 30, OVH, VisionGroup, Maurel & Prom, X-FAB, GTT, Assystem, Lectra, Exosens, Exail Technologies.

- Size Alignment: The panel ensures Soitec is appropriately positioned (between the 25th percentile and the median) across turnover, market capitalization and headcounts, thanks to the integration of updated financial selection criteria.
- Consistency: Using turnover as the primary adjustment metric ensures year-on-year comparability while mitigating the volatility of the CAC Mid 60 composition.
- Index Evolution: The CAC Mid 60 index is no longer considered a relevant standalone benchmark. Due to Soitec's evolution over the last 24 months, the company now falls below the 25th percentile for turnover, headcount, and market capitalization when compared strictly to this index.

POSITIONING OF THE PROPOSED CEO FY'27 COMPENSATION PACKAGE

- **Proposed compensation package** is aligned with "pay for performance": the total variable component (short and long-term) represents over 2/3 of the total target compensation.
- **Total target compensation** (€1,750,000) is slightly above the median for French companies and slightly below the median for European companies.
- **Fixed compensation** is at the median of French peers and between the first quartile and median of European peers, reflecting the candidate taking a CEO role for the first time.
- **Target short-term variable compensation** (100% of fixed compensation) is at the 75th percentile of French and European peers (medians are 90% and 80%, respectively).
- **Maximum short-term value** (150%) is very slightly above the 75th percentile for French companies and between the median and 75th percentile for European companies (without the +10% multiplier applicable to Pierre Barnabé).
- **Granting performance shares valued** at 150% of fixed compensation positions long-term variable compensation between the median and 75th percentile of French and European peers. This granted value is adjusted downward compared to Pierre Barnabé to align long-term compensation closer to the median, as Soitec's market capitalization and revenue are also near the market median.

06

2026 AGM resolutions

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JULY 29, 2026 ANNUAL GENERAL MEETING - RESOLUTIONS ON THE AGENDA UNDER DISCUSSION

- Approval of the financial statements for the fiscal year ended March 31, 2026 and related matters
- Appointment and reappointment of four directors for a three-year term (including new CEO)
- Approval of the ex post compensation for the Chair, the Directors and the CEO
- Approval of the ex ante compensation for the Chair, the Directors and the CEO
- Financial resolutions
- Amendment of Article 21 of the Company's by-laws to provide for the possibility of sending notice to shareholders electronically

FINANCIAL RESOLUTIONS 1/2

SHARE BUYBACK PROGRAMME (14th resolution)

At March 31, 2026, the Company held:

- 75,501 of its own shares acquired under its liquidity contract
- and 3,822 treasury shares;
  representing in total approximately 0.22% of its share capital.

Main objectives:

- Ensuring the liquidity of the Company's shares through the liquidity contract;
- Making share allocations under LTI plans;
- Cancelling treasury shares;
- Implementing any authorized market practice.

Ceilings:

- Up to 5% of the share capital at the date of each buyback.
- Maximum of **€200 per share** (excluding acquisition costs) (vs. **€140 for 2025 AGM**).

Validity of the authorization: 18 months
Not to be used during a public offer.
Supersedes the delegation granted by the 2025 AGM.

ISSUANCE OF SHARES AND/OR SECURITIES GIVING ACCESS TO THE COMPANY'S SHARE CAPITAL RESERVED FOR CATEGORIES OF PERSONS, WITHOUT PREEMPTIVE SUBSCRIPTION RIGHTS (15th resolution)

Ceilings (in line with 2025 ceilings):

- In share capital = €7 million

Ceiling deducted from the sub-ceiling of 17th resolution adopted by the 2025 AGM.

- In debt securities = €500 million

Validity of the authorization: 13 months.
Not to be used during a public offer.
Supersedes the delegation granted by the 2025 AGM (not used).

FINANCIAL RESOLUTIONS 2/2

ISSUANCE OF SHARES AND/OR SECURITIES GIVING ACCESS TO THE COMPANY'S SHARE CAPITAL RESERVED FOR MEMBERS OF A COMPANY SAVING PLANS WITHOUT PREEMPTIVE SUBSCRIPTION RIGHTS (16th resolution)

Ceilings (in line with 2024 ceilings):

- In share capital = €715,000
- In debt securities = €500 million

Ceilings deducted from the overall ceilings of 17th resolution adopted by the 2025 AGM.

Beneficiaries: members of a company saving plans

Validity of the authorization: 13 months

Supersedes the delegation granted by the 2025 AGM (not used).

REDUCTION OF SHARE CAPITAL BY CANCELING SHARES ACQUIRED BY THE COMPANY (17th resolution)

Ceiling (in line with 2025 ceiling):

- In share capital = 10% over a period of 24 months prior to said cancellation (including those to be canceled in said cancellation)

Validity of the authorization: 18 months.

Not to be used during a public offer.

Supersedes the delegation granted by the 2025 AGM (not used).

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