

NOTICE OF PROPOSED PARTIAL ASSET CONTRIBUTION BY SOITEC SA TO SOITEC NEWCO 1 SAS

SOITEC SA

Public limited company (*société anonyme*) with a Board of Directors with a share capital of 65,906,527.00€, whose registered office is Parc technologique des Fontaines - Chemin des Franques - 38190 BERNIN, FRANCE, registered with the Trade and Companies Register of GRENOBLE under number 384 711 909

(the contributing company)

SOITEC NEWCO 1

Simplified joint stock company (*société par actions simplifiée*) with a share capital of 1,000€, whose registered office is Parc technologique des Fontaines - Chemin des Franques - 38190 BERNIN, FRANCE, registered with the Trade and Companies Register of GRENOBLE under number 849 568 530

(the recipient company)

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Under the terms of a private deed (draft contribution agreement) drawn up in Bernin on 28 February 2020, SOITEC SA would transfer to SOITEC NEWCO 1 SAS, as a contribution under the legal regime of demergers, all the elements (assets and liabilities) making up its complete and autonomous branch of activity "Partner Labs", i.e. all the research and development activity carried out on the site of the Laboratory of Electronics and Information Technology of the Atomic Energy Commission (hereinafter the "LETI"), or more precisely :

- The advanced prototyping service activity globally based on the LETI site (LETI-SOITEC line called *Substrate Innovation Center*);
- Process development and prototyping activities based on the pilot development line to be installed at LETI, co-financed with the Applied Materials group ("AMAT") (AMAT-SOITEC line for silicon carbide);

(hereafter the "Contributed Business Line").

The terms of the contribution were established on the basis of the half-yearly financial report of SOITEC SA dated 27 November 2019 on the interim consolidated financial statements for the six months ended 30 September 2019 and on the basis of the interim accounting position of SOITEC NEWCO 1 SAS as at 31 December 2019.

As the companies participating in the partial asset contribution operation are under common control, in accordance with the provisions of Articles 743-1 et seq. of the French General Chart of Accounts, the contributions made in the context of the contribution were valued on the basis of their net book value at 1 January 2020 (the accounting effective date of the operation), *i.e.* :

- Assets: 2,345,137.51 euros
- Liabilities: 179,942.17 euros

Bringing out a net asset contribution of : 2,165,195.34 euros

Non binding - Translation for information purpose only

Subject to the fulfilment of the conditions precedent provided for in the draft contribution agreement, the transaction would take place on 31 March 2020 at 11:59 pm, but would take effect for tax and accounting purposes on 1 January 2020, the transactions carried out by SOITEC SA since this date and concerning the Contributed Activity Branch being considered as having been carried out by SOITEC NEWCO 1 SAS.

The contribution by SOITEC SA to SOITEC NEWCO 1 SAS would be remunerated by the allocation to SOITEC SA of 999,000 new shares with a nominal value of 1 euro each, to be created by SOITEC NEWCO 1 SAS whose capital would thus be increased by 999,000 euros to reach 1,000,000 euros. The expected amount of the contribution premium would be EUR 1.166.195,34. This remuneration has been determined on the basis of the value determined in accordance with the methods defined in the draft contribution agreement.

As part of the operation, SOITEC NEWCO 1 SAS would change its commercial name to "SOITEC LAB".

In accordance with Article L 236-6 of the French Commercial Code, two copies of the draft contribution agreement were filed at the registry of the Commercial Court of Grenoble, for each of the two companies concerned, on 28 February 2020.

In accordance with the terms of Article L236-20 of the French Commercial Code, SOITEC SA would remain jointly and severally liable with SOITEC NEWCO 1 SAS for the payment of the debts related to the Contributed Activity Branch transmitted to the latter in the context of the contribution. Consequently, the non-bond creditors of SOITEC SA and SOITEC NEWCO 1 SAS will not have the right of opposition provided for in Article L236-21 of the French Commercial Code.

The legal publicity and information relating to the operation provided for in Article R. 236-2-1 of the French Commercial Code may be consulted free of charge from the aforementioned filing date and for a period of 30 days on the following internet sites:

Contributing company, SOITEC SA: <https://www.soitec.com/en/investors/intragroup-transactions-partial-asset-contribution>

Beneficiary company, SOITEC NEWCO 1 SAS: <https://www.soitec-lab.com/fr/opérations-juridiques>