



**SHAREHOLDERS'**  
NOTICE OF MEETING BROCHURE

**ORDINARY AND EXTRAORDINARY**  
GENERAL MEETING



**Friday 23 March 2018 at 11.00 a.m.**

Parc Technologique des Fontaines  
Chemin des Franques  
38190 Bernin  
France

## **Ladies, Gentlemen, Dear Shareholders,**

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During its meeting held on January 30, 2018, the Company's Board of Directors has decided to convene an Ordinary and Extraordinary Shareholders' General Meeting on:

**Friday 23 March 2018, at 11.00 a.m., Paris time**

**at the Company's headquarters' offices located:  
Parc Technologique des Fontaines - Chemin des Franques - 38190 Bernin - France**

in order to submit to your vote the six draft resolutions making up the below agenda.

It is specified that in case of lack of the required quorum, the Ordinary and Extraordinary Shareholders' General Meeting will be convened on Wednesday 11 April 2018 at 11.00 a.m., Paris time, at the Company's headquarters' offices located Parc Technologique des Fontaines - Chemin des Franques - 38190 Bernin - France.

### **AGENDA**

#### **Within the competence of the Ordinary Shareholders' General Meeting**

- |                                  |   |
|----------------------------------|---|
| <b><u>First resolution:</u></b>  | Allocation of the negative carry-forward account to the accounting item "Share issue, merger, contribution premiums"  |
| <b><u>Second resolution:</u></b> | Ratification of the co-option of Mr. Thierry Sommelet as Director   |
| <b><u>Third resolution:</u></b>  | Ratification of the co-option of Mr. Nabeel Gareeb as Director  |
| <b><u>Fourth resolution:</u></b> | Approval of the fixed, variable and exceptional parts making up the total compensation and benefits of any kind paid or granted to Ms. Victoire de Margerie, former Chairwoman of the Board of Directors, for the current fiscal year ending March 31, 2018 |

#### **Within the competence of the Extraordinary Shareholders' General Meeting**

- |                                 |  |
|---------------------------------|--|
| <b><u>Fifth resolution:</u></b> | Authorization to be granted to the Board of Directors for the purpose of proceeding with the allocation of free shares |
| <b><u>Sixth resolution:</u></b> | Powers for formalities   |

## MEETING ATTENDANCE

### 1 | PRELIMINARY FORMALITIES TO BE CARRIED OUT TO PARTICIPATE AND TO VOTE AT THE GENERAL MEETING

Any shareholder, regardless the number of shares he owns, is invited to attend the General Meeting under the applicable legal and regulatory conditions, either by physically attending it, or by being represented, or by voting by post, or by giving a proxy to the Chairman of the General Meeting.



In accordance with the provisions of Article R. 225-85 of the French Commercial Code, **evidence of the right to participate to the General Meeting is given by the registration on an account of shares in the name of the shareholder** or of the intermediary registered on his behalf (as per paragraph 7 of Article L. 228-1 of the French Commercial Code), on the second working day preceding that General Meeting at 00.00 a.m., Paris time, i.e. on **Wednesday 21 March 2018 at 00.00 a.m., Paris time**, (i) either in the registered shares accounts held by the Company's proxy, BNP Paribas Securities Services - CTS Assemblées Générales, (ii) or in the bearer shares accounts held by an intermediary mentioned in Article L. 211-3 of the French Monetary and Financial Code.

- **For the registered shareholder:** the registration of the shares, on Wednesday 21 March 2018 at 00.00 a.m., Paris time, on a registered account, **is sufficient to allow him to participate to the General Meeting.**
- **For the bearer shareholder:** in accordance with the provisions of Article R. 225-85 of the French Commercial Code, **the registration of the shares** in the bearer shares accounts held by the authorized intermediaries **is evidenced by a shareholding certificate** (*attestation de participation*) issued by them, **that must be annexed to the: (i) postal voting form, or (ii) proxy vote form, or (iii) request for an admission card;** drafted in the name of the shareholder or on his behalf when represented by an authorized intermediary. A shareholding certificate will also be delivered to the bearer shareholder willing to physically participate to the General Meeting without having received his admission card on the second working day preceding the General Meeting at 00.00 a.m., Paris time, i.e. on Wednesday 21 March 2018 at 00.00 a.m., Paris time.

### 2 | HOW TO PARTICIPATE TO THE GENERAL MEETING?

- a) The shareholders willing to **physically attend the General Meeting can request an admission card** as follows:
  - **For the registered shareholder:** each registered shareholder will **automatically receive the voting form**, together with the notice to attend. **He shall fill-in it by specifying that he wants to participate to the General Meeting** and to obtain an admission card. Then, he shall sign it and send it back in the prepaid envelope received with the notice to attend. Any registered shareholder **also has the possibility to directly come to the General Meeting and to provide the registration desk with an identity document.**
  - **For the bearer shareholder:** any bearer shareholder **shall ask the delivery of an admission card to the authorized intermediary** who is in charge of the management of his securities account.

- b) The shareholders **who do not personally attend the General Meeting may chose among the three following possibilities:**
- (i) **vote by post;**
  - (ii) **give a proxy to the Chairman** of the General Meeting;
  - (iii) **give a proxy to another shareholder, to their spouses / husbands or to the persons with who they have signed a “*pacte civil de solidarité*”** (as defined in the French civil Code), **or to any natural person or legal entity**, in accordance with Article L. 225-106 of the French Commercial Code.

For the purpose of exercising one of the three above-mentioned possibilities, the shareholders must carry-out the following formalities:

- **For the registered shareholder:** each registered shareholder shall **send back the single postal voting or proxy vote form**, in the prepaid envelope received with the notice to attend;
- **For the bearer shareholder:** each bearer shareholder shall **ask the single postal voting or proxy vote form to the authorized intermediary who is in charge of the management of his securities account or to the Company** (by mail sent to the headquarters' address for the attention of the Legal Department or by e-mail sent to [agm23mars2018@soitec.com](mailto:agm23mars2018@soitec.com)). In accordance with Article R. 225-75 of the French Commercial Code, this request must be received six days before the General Meeting at the latest, i.e. **on Friday 16 March 2018 at the latest**. The single postal voting or proxy vote form **shall be sent with a shareholding certificate** (*attestation de participation*) issued by the financial intermediary. It shall be **duly filled-in and signed by the shareholder, and sent back by the financial intermediary to the Company's proxy**, at the following address: BNP Paribas Securities Services - CTS Assemblées Générales - Les Grands Moulins de Pantin - 9, rue du Débarcadère - 93761 Pantin Cedex - France.

**The shareholder shall not send back to the Company both the proxy vote form and the postal voting form. If such a case was to occur, the proxy vote form would be taken into consideration, subject to the votes casted in the postal voting form**, in accordance with the provisions of paragraph 8 of Article R. 225-81 of the French Commercial Code.



**In order to be taken into account, the postal voting form must be received** by the abovementioned Company's proxy three working days at least before the General Meeting is held, i.e. **at the latest on Tuesday 20 March 2018**.

**Appointments or removals of proxy sent by normal mail must be received** by the abovementioned Company's proxy three calendar days at least before the General Meeting is held, i.e. **at the latest on Tuesday 20 March 2018**.

**The proxy given for the General Meeting is valid for any potential future general meeting that may be convened with the same agenda**, and is revocable in the same conditions as those required for the proxy designation.

In accordance with the provisions of Article R. 225-79 of the French Commercial Code, **the notification of the appointment and of the removal of a proxy may also be completed by electronic way**, according to the following modalities:

- **For the registered shareholder (custody only):** the shareholder shall send an email with **electronic signature** obtained by him through an empowered third party certifier in accordance with the applicable laws and regulations, at the following address: [agm23mars2018@soitec.com](mailto:agm23mars2018@soitec.com). Such email shall **mandatorily contain the following information:** Joint Shareholders' General Meeting of Soitec of March 23, 2018, name, first name, address and BNP Paribas Securities Services identification number, as well as the name, first name and address of the appointed or revoked proxy. **Then, the shareholder shall mandatorily confirm his demand in written form to the Company's proxy,** at the following address: BNP Paribas Securities Services - CTS Emetteur Assemblée - Les Grands Moulins de Pantin - 9 rue du Débarcadère - 93500 Pantin - France ;
- **For the bearer shareholder or the registered shareholder (administered account):** the shareholder shall send an email with **electronic signature** obtained by him through an empowered third party certifier in accordance with the applicable laws and regulations, at the following address: [agm23mars2018@soitec.com](mailto:agm23mars2018@soitec.com). Such email shall **mandatorily contain the following information:** Joint Shareholders' General Meeting of Soitec of March 23, 2018, name, first name, address and full banking references, as well as the name, first name and address of the appointed or revoked proxy. **Then, the shareholder shall mandatorily ask to his financial intermediary** in charge of the management of his securities account **to send a written confirmation to the Company's proxy,** at the following address: BNP Paribas Securities Services - CTS Assemblées Générales - Les Grands Moulins de Pantin - 9, rue du Débarcadère - 93761 Pantin Cedex - France.



**In order for the notifications of appointment or of removal of proxy sent by electronic way to be validly taken into account, the written confirmations must be received** by the above-mentioned Company's proxy at the latest the day before the General Meeting, at 3.00 p.m., Paris time, i.e. **at the latest on Thursday 22 March 2018 à 3.00 p.m., Paris time.**

### **3 | ADDITIONAL INFORMATION**

In accordance with Article R. 225-85 of the French Commercial Code, **any shareholder who has already voted by post, sent a proxy or asked for obtaining his admission card or a shareholding certificate (*attestation de participation*) will no longer have the possibility to choose another way to participate to the General Meeting.**



In addition, any shareholder may at any time transfer all or part of his shares. However, **if the transfer occurs** before the second working day preceding the General Meeting at 00.00 a.m., Paris time, i.e. **before Wednesday 21 March 2018 at 00.00 a.m., Paris time,** the Company shall **invalidate or modify, as the case may be, the vote casted by post, the proxy vote form, the admission card or the shareholding certificate (*attestation de participation*).** For this purpose, the financial intermediary shall notify any share transfer to the Company or its proxy and shall give any useful information. In accordance with Article R. 225-85 of the French Commercial Code, **no transfer of any kind made by any mean** after the second working day preceding the General Meeting at 00.00 a.m., Paris time, i.e. **after Wednesday 21 March 2018 at 00.00 a.m., Paris time,** will be notified by the authorized intermediary or taken into consideration by the Company, regardless any contrary agreement.

It is reminded that **for any and all proxy vote forms not designating any identified proxy, the Chairman of the General Meeting will cast a positive vote for the resolutions presented or agreed by the Board of Directors, and a negative vote for any other resolutions.** In order to cast any other vote, the mandating shareholder must choose another proxy who accepts voting as indicated by him.

**No electronic vote (by videoconference or any other telecommunication mean) and no remote transmission will be set up for this General Meeting.** As a consequence, no website as mentioned in Article R. 225-61 of the French Commercial Code will be set up.

## **DOCUMENTS AVAILABLE TO THE SHAREHOLDERS**

In accordance with the applicable legal and regulatory provisions, **any and all documents that must be communicated in the frame of this General Meeting are made available to the shareholders at the Company's headquarters' offices.**



Pursuant to Article R. 225-88 of the French Commercial Code, the shareholders may also **obtain** until five days before the General Meeting at the latest, i.e. **until Sunday 18 March 2018 at the latest, the documents set forth by Articles R. 225-81 and R. 225-83 of the French Commercial Code, as well as the single postal voting or proxy vote form, by request sent to the Company** (by normal mail sent to the headquarters' address for the attention of the Legal Department or by e-mail sent to [agm23mars2018@soitec.com](mailto:agm23mars2018@soitec.com)) **or by normal mail sent to the Company's proxy, BNP Paribas Securities Services** (at the following address: CTS Emetteur Assemblée - Les Grands Moulins de Pantin - 9, rue du Débarcadère - 93500 Pantin - France).

**Information and documents mentioned in Article R. 225-73-1 of the French Commercial Code are available on the Company's website ([www.soitec.com](http://www.soitec.com)),** in the section Company - Investors - Shareholders' information - Shareholders' Meetings - 2018, since Friday 2 March 2018, i.e. within the legal timeframe of at least 21 days before the General Meeting.

## **WRITTEN QUESTIONS**



In accordance with Article R. 225-84 of the French Commercial Code, any shareholder has the **possibility to ask written questions** until the fourth working day preceding the General Meeting, i.e. **until Monday 19 March 2018.**

Questions must be **sent by registered letter with acknowledgement of receipt to the Company's headquarters' offices** for the attention of the Legal Department **or by e-mail to:** [agm23mars2018@soitec.com](mailto:agm23mars2018@soitec.com).

To be taken into consideration, questions **must mandatorily be sent together with a shareholding certificate** (*attestation d'inscription en compte*).

**A common answer can be given** to these questions provided that they have the same content.

**An answer to a written question is deemed given as soon as she is released on the Company's website ([www.soitec.com](http://www.soitec.com),** section Company - Investors - Shareholders' information - Shareholders' Meetings - 2018).

## **COMPANY'S ACTIVITIES SINCE THE BEGINNING OF THE CURRENT FISCAL YEAR**

A description of the Company's activities since the beginning of the current fiscal year ending March 31, 2018 is given in the half-year report for the fiscal year 2017-2018, released on November 29, 2017 on the occasion of the publication of the Company's half-year results.

The said half-year report is **available through the Company by simple request send by normal mail** to the headquarters' address for the attention of the Legal Department, **or by e-mail** to [agm23mars2018@soitec.com](mailto:agm23mars2018@soitec.com).

It is also **available on the Company's website**, at the following link: <https://www.soitec.com/en/investors/financial-reports-2017-2018>.

**Additional information is also given in the Company's press releases dated November 29, 2017** (related to the half-year results of fiscal year 2017-2018) **and January 17, 2018** (about the third quarter revenues of fiscal year 2017-2018).

These press releases **can be consulted on the Company's website**, at the following link: <https://www.soitec.com/en/investors/financial-releases/2017-2018>.

## GOVERNANCE

### COMPOSITION OF THE BOARD OF DIRECTORS

At the date of this document, the Board of Directors is made up with twelve members.

With five women representing a 41.66% portion, the Board of Directors is composed in compliance with the provisions of Articles L. 225-17 et L. 225-18-1 of the French Commercial Code, resulting from law no. 2011-103 of January 27, 2011 relating to the balanced representation of women and men within the Boards of Directors and the Supervisory Boards and to professional equality, also known as Copé-Zimmermann Act.

First name and last name	Nationality	Age	First appointment date	End of the current term	Directorships and positions held in other companies (over the 5 past years)
<b>Directors holding duties within the General Management:</b>					
Paul BOUDRE CEO	French	59	07/03/2012	Shareholders' General Meeting voting on the financial statements of the fiscal year ending 03/31/2019	<ul style="list-style-type: none"> <li>• Director of Soitec Japan Inc.</li> <li>• Director of Soitec Microelectronics Singapore Pte. Ltd.</li> <li>• Permanent representative of Soitec, Director of Exagan</li> <li>• Director of Fogale Nanotech</li> <li>• Member of the European Advisory Board de SEMI</li> </ul>
<b>Directors not holding duties within the General Management:</b>					
Thierry SOMMELET Chairman of the Board of Directors	French	48	11/29/2017 (a)	Shareholders' General Meeting voting on the financial statements of the fiscal year ending 03/31/2019	<ul style="list-style-type: none"> <li>• Director and Head of Technology, Media, Telecom in the Mid &amp; Large Cap Executive Committee of Bpifrance</li> <li>• Chairman of the Supervisory Board of Greenbureau</li> <li>• Director of:               <ul style="list-style-type: none"> <li>- Talend*</li> <li>- Tyrol Acquisition 1 S.C.A.</li> <li>- TDF (until 2015)</li> </ul> </li> <li>• Member of the Supervisory Board of:               <ul style="list-style-type: none"> <li>- Sipartech (until August 2016)</li> <li>- Group Mäder (until June 2015)</li> <li>- Cloudwatt (until March 2015)</li> </ul> </li> <li>• Permanent representative of:               <ul style="list-style-type: none"> <li>- Bpifrance Investissement, member of the Supervisory Board of Mersen*</li> <li>- Bpifrance Investissement, Director Idemia France (since June 2017)</li> <li>- Bpifrance Participations, Director of Technicolor* (since January 2017)</li> <li>- Bpifrance Participations, member of the Supervisory Board of Inside Secure* (until December 2016)</li> </ul> </li> </ul>

\* means listed company.

(a) co-option by decision of the Board of Directors for the remaining duration of the term of office of Bpifrance Investissement, having resigned, submitted to ratification by the Ordinary and Extraordinary Shareholders' General Meeting convened on March 23, 2018.



First name and last name	Nationality	Age	First appointment date	End of the current term	Directorships and positions held in other companies (over the 5 past years)
<b>Directors not holding duties within the General Management:</b>					
Monica BELTRAMETTI	Italian	66	04/11/2016	Shareholders' General Meeting voting on the financial statements of the fiscal year ending 03/31/2019	<ul style="list-style-type: none"> <li>• Head of Global Innovation Europe of Naver</li> <li>• Director of Atlantis</li> </ul>
Bpifrance Participations represented by Sophie PAQUIN	French	40	07/02/2013	Shareholders' General Meeting voting on the financial statements of the fiscal year ending 03/31/2019	<ul style="list-style-type: none"> <li>• General Counsel of Bpifrance Investissement</li> <li>• Permanent representative of Bpifrance Participations, Chairman of the Board and Director of Altia Industry</li> <li>• Permanent representative of Bpifrance Participations, Director of Vexim* (until 2016)</li> </ul>
CEA Investissement represented by Guillemette PICARD	French	42	04/20/2015 (b)	Shareholders' General Meeting voting on the financial statements of the fiscal year ending 03/31/2019	<ul style="list-style-type: none"> <li>• Director Big Data and Artificial Intelligence of Allianz</li> </ul>
Laurence DELPY Chairwoman of the Nomination Committee	French	46	04/11/2016	Shareholders' General Meeting voting on the financial statements of the fiscal year ending 03/31/2019	<ul style="list-style-type: none"> <li>• Director of mobile networks at Nokia for the Asia-Pacific region and Japan</li> </ul>
Douglas DUNN Senior Independent Director Chairman of the Strategic Committee	British	73	07/09/2004	Shareholders' General Meeting voting on the financial statements of the fiscal year ending 03/31/2020	<ul style="list-style-type: none"> <li>• Non-executive and independent director of Global Foundries Inc.</li> <li>• Vice Chairman of the Supervisory Board of BE Semiconductor Industries NV*</li> <li>• Member of the Supervisory Board of: <ul style="list-style-type: none"> <li>- TomTom NV* (until May 2017)</li> <li>- STMicroelectronics* (2001-2012)</li> </ul> </li> <li>• Chairman of ARM Holdings Plc (1998-2012)</li> </ul>
Nadine FOULON-BELKACÉMI Chairwoman of the Compensation Committee	French	53	04/11/2016	Shareholders' General Meeting voting on the financial statements of the fiscal year ending 03/31/2019	<ul style="list-style-type: none"> <li>• Director of Orange Northern France</li> </ul>

\* means listed company.

(b) co-option by decision of the Board of Directors for the remaining duration of the term of office of Mr. Christian Lucas, who resigned, ratified by the Ordinary and Extraordinary Shareholders' General Meeting held on July 10, 2015.

First name and last name	Nationality	Age	First appointment date	End of the current term	Directorships and positions held in other companies (over the 5 past years)
<b>Directors not holding duties within the General Management:</b>					
Nabeel GAREEB	American	53	11/29/2017 (c)	Shareholders' General Meeting voting on the financial statements of the fiscal year ending 03/31/2019	<ul style="list-style-type: none"> <li>• Member of the CEO office of National Silicon Industry Group (NSIG)</li> </ul>
Christophe GEGOUT Chairman of the Audit & Risks Committee	French	41	04/11/2016 (d)	Shareholders' General Meeting voting on the financial statements of the fiscal year ending 03/31/2019	<ul style="list-style-type: none"> <li>• Deputy General Manager of the CEA</li> <li>• Chairman of the Board of Directors of CEA Investissement</li> <li>• Director of Supernova Invest (April 2017)</li> <li>• Member of the Supervisory Board of NEOEN (since June 2015)</li> <li>• Permanent representative of: <ul style="list-style-type: none"> <li>- CEA Investissement, observer at the Board of Directors of AREVA*</li> <li>- CEA, Director of FT1CI</li> <li>- CEA, member of the Supervisory Board of AREVA* (2009-2014)</li> </ul> </li> <li>• Director of: <ul style="list-style-type: none"> <li>- AREVA NC (2011-2016)</li> <li>- AREVA Mines (2013-2016)</li> </ul> </li> <li>• Chief Financial Officer of the CEA (since December 2015)</li> </ul>
Satoshi ONISHI	Japanese	55	07/10/2015	Shareholders' General Meeting voting on the financial statements of the fiscal year ending 03/31/2018	<ul style="list-style-type: none"> <li>• Chief Executive Officer of Shin-Etsu Handotai Europe Ltd.</li> </ul>
Weidong REN	Chinese	47	04/11/2016 (d)	Shareholders' General Meeting voting on the financial statements of the fiscal year ending 03/31/2019	<ul style="list-style-type: none"> <li>• Chief Executive Officer of Anxin Capital (since September 2016)</li> <li>• Chairman of the Board of Directors of Norstel AB (since December 2016)</li> <li>• Co-founder of National Silicon Industry Group (NSIG)</li> <li>• Co-manager of NSIG Sunrise S.à.r.l.</li> <li>• Director of: <ul style="list-style-type: none"> <li>- Okmetic Oyj (July 2016 – Dec. 2017)</li> <li>- Zing Semiconductor Corporation (June 2016 - May 2017)</li> </ul> </li> <li>• Chief Executive Officer of China Fortune-Tech Capital Co., Ltd (until 2015)</li> <li>• Mergers and acquisitions Director and member of the Investment Decisions Committee at Heaven-Sent Capital Co., Ltd. (May 2011 - January 2013)</li> </ul>

\* means listed company.

(c) co-option by decision of the Board of Directors for the remaining duration of the term of office of Mr. Xi Wang, who resigned, submitted to ratification by the Ordinary and Extraordinary Shareholders' General Meeting convened on March 23, 2018.

(d) appointment during the Ordinary and Extraordinary Shareholders' General Meeting of April 11, 2016, passed subject to the definitive completion of the capital increases reserved to Bpifrance Participations, CEA Investissement and National Silicon Industry (NSIG). The mandate starting date corresponds to the completion date of these reserved capital increases, i.e. May 2, 2016.

## EXPLANATORY STATEMENTS AND DRAFT RESOLUTIONS

### WITHIN THE COMPETENCE OF THE ORDINARY SHAREHOLDERS' GENERAL MEETING

#### **- RESOLUTION NO. 1: CLEREANCE OF THE ACCUMULATED PAST LOSSES -**

**Resolution no. 1** aims at totally clearing the accumulated past losses as shown in the "Carry-forward" account by way of allocation on the accounting item "Share issue, merger, contribution premiums".

This allocation would improve the Company's balance sheet presentation as of the closing of the current fiscal ending March 31, 2018, and should give the Company easier access to some specific financing sources.

Indeed, as a consequence of this allocation, **the "Carry-forward" account would be fully cleared.** The accounting item "Share issue, merger, contribution premiums" would be reduced accordingly and would then amount to more than 61 million Euros.

Thus, **the « Equity » section** shown in the « Liabilities » part of the Company's balance sheet **would be sounder due to the full clearance of the accumulated past losses.**

#### **First resolution - Allocation of the negative carry-forward account to the accounting item "Share issue, merger, contribution premiums"**

The Shareholders' General Meeting, under the conditions of quorum and majority required for ordinary general meetings, having considered the report of the Board of Directors:

1. **acknowledges** that, after the appropriation of the profit of fiscal year ended March 31, 2017 as decided by the Ordinary and Extraordinary Shareholders' General Meeting held on July 26, 2017, the accounting item "Carry-forward" is negative and amounts to 865,102,270.86 Euros;
2. **decides** to entirely clear the said negative carry-forward account, amounting to 865,102,270.86 Euros, by allocation to the accounting item "Share issue, merger, contribution premiums" amounting to 926,285,268.95 Euros before allocation;
3. **notes** that, as a consequence of this allocation, the carry-forward account is now entirely cleared and the accounting item "Share issue, merger, contribution premiums" is positive and amounts to 61,182,998.09 Euros.

#### **- RESOLUTION NOS. 2 & 3: COMPOSITION OF THE BOARD OF DIRECTORS -**

**Resolutions no. 2 and no. 3** aims at **ratifying the co-options of two Directors decided by the Board of Directors on November 29, 2017, for the remaining duration of the terms of office of two resigning Directors, i.e. until the close of the shareholders' general meeting that will be convened in 2019 in order to cast a vote on the financial statements of the fiscal year ending March 31, 2019.**

**Mr. Thierry Sommelet was co-opted to replace Bpifrance Investissement. He keeps on providing his experience and expertise to the Audit and Risks Committee and to the Strategic Committee.** Indeed, he has personally been appointed as a member of these Committees since his co-option as Director, and has succeeded Bpifrance Investissement that he previously represented within these two Committees.

**Mr. Thierry Sommelet is a French national of 48 years old, holding the position of Director and Head of Technology, Media, Telecom in the Mid & Large Cap Executive Committee at Bpifrance. He also is a member of Board of Directors or Supervisory Boards of several Technology, Media and Telecom companies, including listed companies in France or in the United States.**

As announced in the Company's half-year results publication of November 29, 2017, further to Ms. Victoire de Margerie resignation's from her duties as Director and Chairwoman of the Board of Directors, **Mr. Thierry Sommelet was elected as Chairman of the Board of Directors for a transition period** expected to expire at the close of the shareholders' general meeting that will be convened in 2018 in order to cast a vote on the financial statements of the current fiscal year ending March 31, 2018.

**Over the ten past years, Mr. Thierry Sommelet made several investments in French tech companies at Fonds Stratégique d'Investissement and further at Bpifrance Investissement when it was created in 2013.**

**He has been Bpifrance's permanent representative within the Company's Board of Directors since 2015.**

**Mr. Nabeel Gareeb was co-opted to replace Mr. Xi Wang.** The Board of Directors wishes to warmly thank the latter for his attendance and his contribution to the Board of Directors' meetings and works since 2016.

**Mr. Nabeel Gareeb has also been appointed as a member of the Strategic Committee, succeeding Mr. Xi Wang.**

**An American national of 53 years old, Mr. Nabeel Gareeb is member of the CEO office of National Silicon Industry Group (NSIG), one of the Company's strategic investors through its affiliate NSIG Sunrise S.à.r.l. He took this position in last July 2017, in order to establish a materials eco-system to support the growth of the semiconductor industry in China.**

**Mr. Nabeel Gareeb is ex-CEO and ex-COO of NYSE listed public companies such as MEMC Electronic Materials Inc. and International Rectifier, and has led various private investments activities over the ten past years.**

### **Second resolution - Ratification of the co-option of Mr. Thierry Sommelet as Director**

The Shareholders' General Meeting, under the conditions of quorum and majority required for ordinary general meetings, having considered the report of the Board of Directors, **ratifies** the co-option decided by the Board of Directors, during its meeting held on November 29, 2017, of Mr. Thierry Sommelet as Director, to replace the company Bpifrance Investissement, having resigned, for the remaining duration of the latter's term of office, i.e. until the close of the shareholders' general meeting that will be convened in 2019 to cast a vote on the financial statements of the fiscal year ending March 31, 2019.

### Third resolution - Ratification of the co-option of Mr. Nabeel Gareeb as Director

The Shareholders' General Meeting, under the conditions of quorum and majority required for ordinary general meetings, having considered the report of the Board of Directors, **ratifies** the co-option decided by the Board of Directors, during its meeting held on November 29, 2017, of Mr. Nabeel Gareeb as Director, to replace Mr. Xi Wang, having resigned, for the remaining duration of the latter's term of office, i.e. until the close of the shareholders' general meeting that will be convened in 2019 to cast a vote on the financial statements of the fiscal year ending March 31, 2019.

#### **- RESOLUTION NO. 4: APPROVAL OF THE COMPENSATION OF THE FORMER CHAIRWOMAN OF THE BOARD OF DIRECTORS -**

*In accordance with the provisions of Article L. 225-100 of the French Commercial Code resulting from law no. 2016-1691 of December 9, 2016 also known as Sapin II Act, **resolution no. 4** aims at **approving** the fixed, variable and exceptional parts making up **the total compensation and benefits of any kind paid or granted to Ms. Victoire de Margerie, former Chairwoman of the Board of Directors, for the current fiscal ending March 31, 2018 (ex-post "say on pay")**.*

***Principles and criteria** for the determination, distribution and allocation of the fixed, variable and exceptional parts **making up the total compensation and benefits of any kind attributable to Ms. Victoire de Margerie for fiscal year 2017-2018** subject to her appointment as Director and Chairwoman of the Board of Directors, **have been submitted for approval to the shareholders' general meeting held on July 26, 2017, in accordance with Article L. 225-37-2 of the French Commercial Code (ex-ante "say on pay")**.*

***Passing this resolution validated the compensation policy of Ms. Victoire de Margerie as set by the Board of Directors** on June 14, 2017, upon recommendation of the Compensation and Appointments Committee. Described in Chapter 15.1.3.3 of the Company's 2016-2017 Registration Document, it was made up of:*

- *a **50,000 Euros gross annual compensation made up of Directors' fees**, calculated on a pro-rata basis depending on the effective date of her mandate during the fiscal year;*
- *a payment of **Directors' fees for her attendance to the Board of Directors' meetings** and, as the case may be, for **her attendance to the Committees' meetings** as Committee member and/or Committee Chairwoman, under the same conditions as the Company's Directors other than Mr. Paul Boudre.*

***Ms. Victoire de Margerie having taken her duties within the Company's Board of Directors on July 26, 2017** further to her appointment as Director by the Shareholders' General Meeting held the same day; and **having resigned on November 28, 2017**, the Company paid her **Director's fees totaling 30,378 Euros (gross)**, broken down as follows:*

- *17,260 Euros (gross) for her duties as Chairwoman of the Board of Directors; and*
- *13,118 Euros (gross) for her attendance to the Board of Directors' meetings and to the meetings of the Strategic Committee and the Compensation and Appointments Committee.*

**Fourth resolution - Approval of the fixed, variable and exceptional parts making up the total compensation and benefits of any kind paid or granted to Ms. Victoire de Margerie, former Chairwoman of the Board of Directors, for the current fiscal year ending March 31, 2018**

The Shareholders' General Meeting, under the conditions of quorum and majority required for ordinary general meetings, having considered the report of the Board of Directors prepared pursuant to Article L. 225-100 of the French Commercial Code, **approves** the fixed, variable and exceptional parts making up the total compensation and benefits of any kind paid to Ms. Victoire de Margerie for the current fiscal year ending March 31, 2018, as presented in the aforementioned report and attributed due to her office as Chairwoman of the Board of Directors between July 26, 2017, date of her election as Chairwoman of the Board of Directors, and November 28, 2017, date of her effective resignation as both Director and Chairwoman of the Board of Directors.

**WITHIN THE COMPETENCE OF THE EXTRAORDINARY SHAREHOLDERS' GENERAL MEETING**

**- RESOLUTION NO. 5: FREE SHARES ALLOCATION PLANS -**

*During the Joint Ordinary and Extraordinary General Meeting held on July 26, 2017, the shareholders have authorized the Board of Directors, for a 24 months period, to set up free shares allocation plans for the employees and corporate officers of the Company or of associated companies, within the limit of 5% of the share capital as recorded on the allocation decision date (including 20% for corporate officers).*

*As of the date of this document, this authorization has never been used.*

***Further to the entry into force of the Finances law for 2018 (law no. 2017-1837 of December 30, 2017), the rate of the employer's social contribution that is applicable to the free shares plans has been reduced by 10 points, decreasing from 30% to 20%.***

***This new 20% rate is applicable to shares freely granted pursuant to an authorization given by an extraordinary shareholders' general meeting after the publication of the said Finances law for 2018, i.e. after December 31, 2017.***

***Resolution no. 5 aims at cancelling the authorization granted to the Board of Directors on July 26, 2017, and superseding it with a new authorization of same nature, in order to take advantage of this new regime.***

*This new authorization would be valid for a 24-months period starting from the date of the deliberation of the Shareholders' General Meeting.*

**Fifth resolution - Authorization to be granted to the Board of Directors for the purpose of proceeding with the allocation of free shares**

The Shareholders' General Meeting, under the conditions of quorum and majority required for extraordinary general meetings, having considered the Board of Directors' report and the statutory auditors' special report:

1. **authorizes** the Board of Directors, pursuant to Articles L. 225-197-1 to L. 225-197-6 of the French Commercial Code, to proceed, once or on several occasions, with the allocation of new or existing free shares of the Company, in favor of the beneficiaries or categories of beneficiaries it shall designate among (i) the Company's employees, as well as among the employees of associated companies within the meaning of Article L. 225-197-2 of the French Commercial Code, and (ii) the corporate officers of the Company or the corporate officers of associated companies meeting the conditions of Article L. 225-197-1, II of the said Code, in the conditions set out below;

2. **decides** that the total number of free shares granted pursuant to this resolution shall not exceed 5% of the share capital as recorded on the date of the allocation decision by the Board of Directors, on the understanding that the free shares granted to corporate officers shall not exceed 20% of the total amount granted;

3. **decides** that the allocation of the Company's shares to their beneficiaries will be definitive at the end of a vesting period that the Board of Directors shall determine, being understood that the minimum duration of such vesting period shall be the one set forth by Article L. 225-197-1 of the French Commercial Code;

4. **decides** that the Board of Directors may set a condition of presence of the beneficiaries in the Group;

5. **decides** that the Board of Directors may also impose an obligation for the beneficiaries to hold the Company's shares for a certain period of time (holding period);

6. **decides** that the definitive allocation of free shares granted to the Company's corporate officers shall be subject to the achievement of performance conditions that will be determined by the Board of Directors;

7. **decides** that in the event that a beneficiary is classified as having a disability in the second or third category referred to in Article L. 341-4 of the French Social Security Code, the free shares shall definitively vest immediately, and that in the event the beneficiary dies, his/her heirs will be allowed to require immediate definitive vesting within six months following the death;

8. **decides** that existing shares that may be granted under this resolution shall be acquired by the Company, either within the framework of the provisions of Article L. 225-208 of the French Commercial Code, or as the case may be, within the framework of a share buy-back program in line with the provisions of Article L. 225-209 of the French Commercial Code;

9. **acknowledges** that, in case of free allocation of new shares, the present authorization entails, for each time the free shares will be vested, the revocation by the shareholders of their preferential subscription rights in favor of the beneficiaries of such free new shares; and that the corresponding share capital increase(s) may be carried out by incorporation of reserves, profits or share issue premiums, in favor of the beneficiaries of such free new shares;

10. **grants**, within the limits set out above, to the Board of Directors, with faculty to sub-delegate in the conditions of the law, all powers necessary to implement this authorization and notably in order to:

- determine whether the free shares to be issued are existing shares or are shares to be issued;
- determine the number of shares granted to each beneficiary that it will have chosen;
- set the conditions and, as the case may be, the criteria to grant the shares, notably the minimum vesting period and, as the case may be, the duration of the holding period;
- increase, as the case may be, capital through incorporation of reserves, profits, or share issue premiums, to proceed with the issuance of freely-granted shares;

- grant shares to people referred to in the first paragraph of item II of Article L. 225-197-1 of the French Commercial Code subject to the conditions set out in Article L. 225-197-6 of the French Commercial Code. For such shares, the Board of Directors (i) shall decide that the free shares granted cannot be sold by the beneficiaries before the end of their involvement with the Company, or (ii) shall determine the minimum number of free shares that the beneficiaries must hold as registered shares until the end of their involvement with the Company;
- schedule, as the case may be, the possibility to delay the definitive allocation dates of shares and, for the same period, the end of the holding period of such shares (such that the minimum holding period remains unchanged);
- adjust, as the case may be, the number of free shares that shall be allocated in order to maintain the beneficiaries' rights, depending on potential transactions involving the capital of the Company in the conditions set out by the applicable regulations, notably tax regulations. It is specified that shares granted within the framework of these adjustments shall be considered as having been granted on the same day as those initially granted;
- determine dates and modalities to allocate the free shares, and generally do what is appropriate and execute all agreements to successfully proceed with the contemplated allocations.

The Board of Directors will be allowed to implement any other new legal provisions that will come into force during the validity of this resolution and whose implementation would not require an express vote from the Shareholders' General Meeting, and

11. **sets** at twenty-four (24) months as from the day of the Shareholders' Meeting the validity of this authorization, on the understanding that this delegation cancels and supersedes all other authorizations previously granted by a resolution of the same nature.

#### **- RESOLUTION NO. 6: POWERS -**

*Resolution no. 6 aims at **granting all powers** to the bearer of an original, copy, or excerpt of the minutes of the Shareholders' General Meeting **for the purpose of carrying out all formalities** required by the applicable laws and/or regulations.*

#### **Sixth resolution - Powers for formalities**

The Shareholders' General Meeting **decides**, under the conditions of quorum and majority required for extraordinary general meetings, to grant all powers to the bearer of an original, a copy, or an excerpt of the minutes of this Shareholders' General Meeting for the purpose of carrying out all formalities required by law and/or by regulations.



## OPTION FOR THE E-NOTICE

### **FOR REGISTERED SHAREHOLDERS ONLY**

The e-notice, or notice sent by e-mail, is a simple, rapid and secure way of being invited to the shareholders' general meetings. It will enable you to receive by email a notice of meeting and a shareholders' brochure along with a single postal voting or proxy vote form.

As part of our gradual digitalization process, we propose you to opt for the e-notice for the shareholders' general meetings to be convened following that of 23 March 2018.

By choosing this option, you will be able to receive all the relevant documentation as soon as it is available and you will contribute to better protect the environment by avoiding the print-out and sending of notices by post.

To opt for the e-notice, you simply need to fill-in the reply form below, and send it back to us:

#### **By post:**

Soitec

For the attention of the Legal Department

Parc Technologique des Fontaines - Chemin des Franques - 38190 Bernin - France

#### **By e-mail:**

[investors@soitec.com](mailto:investors@soitec.com)



#### **Reply form to opt for the e-notice**

I, the undersigned:     Mrs.                                     Miss                                     Mr.

Name: \_\_\_\_\_

Firs name(s): \_\_\_\_\_

Date of birth (mm/dd/yyyy): \_\_\_\_\_

E-mail address: \_\_\_\_\_

Owner of \_\_\_\_\_ registered shares

**wish to receive by email my notice of meeting and the documents relating to Soitec's shareholders' general meetings from the shareholders' general meetings to be convened following that of 23 March 2018.**

Signed on: \_\_\_\_\_ In: \_\_\_\_\_

Signature:

#### **Please send it back to:**

 Soitec - Legal Department  
Parc Technologique des Fontaines -  
Chemin des Franques - 38190 Bernin -  
France

 [investors@soitec.com](mailto:investors@soitec.com)

## REQUEST FOR ADDITIONAL DOCUMENTS



Information and documents referred to in Article R. 225-73-1 of the French Commercial Code, including those listed in Article R. 225-83 of the said Code, are available on the Company's website:

[www.soitec.com](http://www.soitec.com)

Section Company - Investors - Shareholders' Information – General Meetings - 2018



Shareholders have the right to ask the Company to send them information and documents referred to in Article R. 225-83 of the French Commercial Code.

To exercise this right, you simply need to fill-in the reply form below, and send it back to us:

**By post:**

Soitec

For the attention of the Legal Department  
Parc Technologique des Fontaines - Chemin des Franques - 38190 Bernin - France

**By e-mail:**

[investors@soitec.com](mailto:investors@soitec.com)

Moreover, pursuant to paragraph 3 of Article R. 225-88 of the French commercial Code, the shareholders owning registered shares may, by way of a unique request, obtain from the Company the postal dispatch of the documents listed in Article R. 225-83 of the said Code for each of the next shareholders' general meetings.



**soitec**

### Request for additional documents

I, the undersigned:  Mrs.  Miss  Mr.

Name: \_\_\_\_\_

Last name(s): \_\_\_\_\_

Date of birth (mm/dd/yyyy): \_\_\_\_\_

Postal address: \_\_\_\_\_

E-mail address: \_\_\_\_\_

Owner of \_\_\_\_\_ shares  registered form  bearer form, registered in the accounts of (\*)

wish to receive the information and documents referred to in Article R. 225-83 of the French Commercial Code in view of the Ordinary and Extraordinary Shareholders' General Meeting of March 23, 2018:

by post to my above-mentioned mail address  by e-mail to my above-mentioned e-mail address

Signed on: \_\_\_\_\_ In: \_\_\_\_\_

Signature :

#### Please send it back to:



Soitec - Legal Department  
Parc Technologique des Fontaines -  
Chemin des Franques - 38190 Bernin -  
France



[investors@soitec.com](mailto:investors@soitec.com)

(\*) indication of the bank, financial institution, or broker (etc.) holding the securities account (the requestor must give evidence that he is a shareholder of the Company by sending a shareholding certificate duly stamped by the authorized intermediary)