

*This press release does not constitute an offer of securities in the United States of America. Neither the bonds nor the underlying shares may be offered or sold in the United States of America unless they are registered or exempt from registration under the US Securities Act of 1933, as amended. Soitec does not intend to register all or any portion of the offering in the United States of America or to conduct a public offering in the United States of America.*



**Bernin, September 10, 2013**  
**Press release**

**Launch by Soitec of an offering of bonds convertible into and/or exchangeable for new or existing shares (OCEANE), due September 18, 2018, for an initial nominal amount of approximately €84 million, which may be increased up to a maximum nominal amount of approximately €100 million**

**Proposed repurchase of outstanding OCEANE issued in 2009, through a reverse bookbuilding process**

Soitec (the “**Company**“, or “**Soitec**“) launches today an offering of bonds convertible into and/or exchangeable for new or existing shares (OCEANE) due September 18, 2018 (the “**Bonds**“) for an initial nominal amount of approximately €84 million, which may be increased up to a maximum nominal amount of approximately €100 million in the event of the full exercise of the over-allotment option granted to the Sole Global Coordinator, Joint Lead Manager and Joint Bookrunner, exercisable at the latest on September 16, 2013.

As well as the €71.5 million proceeds of the sharecapital increase conducted in July 2013, the proceeds of the issue will be allocated to refinance the OCEANE issued in 2009 for a nominal amount of €145 million (the «**2014 OCEANE** »). The potential remaining amount (being the difference between (i) the aggregate net proceeds of the Bonds and the share capital increase conducted in July 2013 and (ii) the amount applied to the repurchase of the 2014 OCEANE) will be allocated to the current financing of the Company’s business. Along with the share capital increase conducted in July 2013, the issue of the Bonds will strengthen the group’s financial structure and extend the maturity of its indebtedness, in order to enable the group to pursue its growth and development strategy.

The Bonds will be issued at par, representing an issue premium between 30 % and 35 % over Soitec’s reference share price<sup>1</sup> on the regulated market of NYSE Euronext in Paris (“**Euronext Paris**“). The Bonds will give the right to new or existing shares of the Company, with an initial conversion ratio of one share for one Bond, subject to adjustments.

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<sup>1</sup> This reference share price will be equal to the volume-weighted average price of the Company’s shares on Euronext Paris from the opening of trading on September 10, 2013 until the determination of the final terms of the Bonds on the same day.

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The Bonds will bear interest at a nominal annual rate between 6.25 % and 7.00 %, payable semi-annually in arrears on March 18 and September 18 in each year (or on the following business day if any such date is not a business day).

Under certain conditions, the Bonds may be redeemed prior to maturity at the Company's option.

The Bonds are offered today through a private placement in France and outside France with the exclusion of the United States of America, Canada, Australia and Japan, followed by a public offering in France, from September 11, 2013 to September 13, 2013, 5.00 pm (Paris time) inclusive, subject to the granting of the visa by the *Autorité des marchés financiers* ("AMF") on the prospectus relating to this transaction.

The final terms and conditions of the Bonds are expected to be set on September 10, 2013.

The listing of the Bonds on Euronext Paris will be applied for and will occur on the expected issue and settlement and delivery date of the Bonds, i.e. on September 18, 2013.

In the context of this offering, the Company has agreed to a lock-up commitment of 180 days, subject to certain exceptions.

Mr André-Jacques Auberton-Hervé and the Bpifrance Participations (formerly *Fonds Stratégique d'Investissement*) have also agreed to a lock-up commitment of 180 days, subject to certain exceptions.

The issue of the Bonds is managed by Natixis acting as Sole Global Coordinator, Joint Lead Manager and Joint Bookrunner. Credit Suisse Securities (Europe) Limited is acting as Joint Lead Manager and Joint Bookrunner (together with Natixis the "**Joint Lead Managers and Joint Bookrunners**").

### **Repurchase of the 2014 OCEANE (ISIN code: FR0010796417)**

Concurrently to the private placement of the Bonds to institutional investors, the Company will collect indications of interests to sell from certain holders of the 2014 OCEANE through a reverse bookbuilding process conducted outside the United States of America by Natixis acting as sole Dealer Manager. Based on the indications of interest received, the Company may decide to repurchase the tendered 2014 OCEANE, subject to the condition precedent of the settlement-delivery of the Bonds.

The 2014 OCEANE presented will be repurchased after close of trading on Euronext Paris, on the trading day following the settlement-delivery date of the Bonds, i.e. on September 19,

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2013 according to the indicative timetable, and will then be cancelled in accordance with their terms of issuance and pursuant to applicable law.

The bookbuilding for the Bonds and the reverse bookbuilding for the repurchase of the 2014 OCEANE are independent from one another. The allocation of the Bonds is not conditional on the indication of an interest to sell by the respective holders of 2014 OCEANE.

After these repurchases, if the number of 2014 OCEANE collected within the reverse bookbuilding represents more than 20% of the number of 2014 OCEANE initially issued, the Company will undertake, in order to ensure a fair treatment of all 2014 OCEANE holders, to place a standing repurchase order on the market in France, during a period of five consecutive trading days. The price offered per 2014 OCEANE through the standing repurchase order will be the same as for the 2014 OCEANE repurchased through the reverse bookbuilding process.

Immediately following the closing date of the reverse bookbuilding, the Company will publish a press release containing the terms of this standing purchase order, if applicable.

The repurchase of OCEANE 2014 is managed by Natixis acting as sole Dealer Manager.

### **Important Information**

This press release does not constitute a subscription offer and the offering of the Bonds does not constitute a public offering in any country other than France pursuant to the following conditions:

In France,

- the Bonds will first be offered by way of a private placement to qualified investors in accordance with Article L.411-2-II of the French *Code monétaire et financier*, and
- Following this private placement, a prospectus will be filed to obtain a visa from the AMF in order to allow subscription by the public in France during a period of three trading days. No subscription will be accepted from the public prior to the granting of the AMF visa on the prospectus, nor prior to the opening of the subscription period.

The 2012-2013 registration document (*document de référence*) of the Company was filed with the AMF on June 27, 2013 under number D.13-0676 and is available on the website of the Company ([www.soitec.com](http://www.soitec.com)) as well as on the AMF's website ([www.amf-france.org](http://www.amf-france.org)). The Company draws investors' attention to the risk factors mentioned in particular in Chapter IV of the registration document.

### **About Soitec**

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Soitec is an international manufacturing company, a world leader in generating and manufacturing revolutionary semiconductor materials at the frontier of the most exciting energy and electronic challenges. Soitec's products include substrates for microelectronics (most notably SOI: Silicon-on-Insulator) and concentrator photovoltaic systems (CPV). The company's core technologies are Smart Cut™, Smart Stacking™ and Concentrix™, as well as expertise in epitaxy. Applications include consumer and mobile electronics, microelectronics-driven IT, telecommunications, automotive electronics, lighting products and large-scale solar power plants. Soitec has manufacturing plants and R&D centers in France, Singapore, Germany and the United States. For more information, visit: [www.soitec.com](http://www.soitec.com).

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Soitec's shares are listed on Euronext Paris – Compartment B  
ISIN FR0004025062 / Bloomberg SOI:FP / Reuters SOIT.PA

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## **WARNING**

***This press release may not be distributed directly or indirectly in the United States of America, in Canada, in Australia or in Japan.***

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*No communication or information relating to the issuance by Soitec of the Bonds may be transmitted to the public in a country where there is a registration obligation or where an approval is required. No action has been or will be taken outside of France, in any country in which such action would be required. The issuance or the subscription of the Bonds may be subject to legal and regulatory restrictions in certain jurisdictions and Soitec assumes no liability in connection with the breach by any person of such restrictions.*

*This press release is an advertisement and not a prospectus within the meaning of the Prospectus Directive (as defined hereinafter).*

*This press release is not, and shall not be considered as, an offer to the public, an offer to subscribe or designed to solicit interest for purposes of an offer to the public.*

*The distribution or publication of this press release in certain countries may constitute a breach of applicable law and regulations. As a result, persons physically present in these countries, in which this press release is distributed or published, must inform themselves about and comply with these applicable laws and regulations.*

### **France**

*The offer and sale of the Bonds, in France, will first be made by way of a private placement to qualified investors in accordance with Article L.411-2-II of the French Code monétaire et financier. The offer will be opened to the public in France after the Autorité des marchés financiers has granted its visa on the prospectus relating to the issue and admission to trading of the Bonds on Euronext Paris.*

### **European Economic Area outside of France**

*With respect to each Member State of the European Economic Area other than France which has implemented the Prospectus Directive (the “**Relevant Member States**”), no action has been undertaken or will be undertaken to make an offer of Bonds to the public requiring a publication of a prospectus in any Relevant Member State. As a result, the Bonds may only be offered to the public in any Relevant Member State:*

- (a) to qualified investors as defined in the Amending Prospectus Directive; or*
- (b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the Amending Prospectus Directive, 150, natural or legal persons (other than qualified investors as defined in the Amending Prospectus Directive) in that Relevant Member State; or*
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive,*

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*provided that no such offer to the public of Bonds shall result in a requirement for the publication by the Company or any Joint Lead Manager and the Joint Bookrunner of a prospectus pursuant to Article 3 of the Prospectus Directive.*

*For the purposes of this paragraph, (i) the expression an “**offer of Bonds to the public**” in any Relevant Member State means the communication, to individuals or legal entities, in any form and by any means, of sufficient information on the terms and conditions of the offer and the Bonds to be offered so as to enable an investor to decide to purchase or subscribe for the Bonds, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State, (ii) the expression “**Prospectus Directive**” means Directive 2003/71/EC of the European Parliament and of the Council of November 4, 2003 (together with its amendments, including the Amending Prospectus Directive, to the extent such Directive has been implemented in any Relevant Member State), including any appropriate implementing measure in any Relevant Member State, and (iii) the expression “**Amending Prospectus Directive**” means Directive 2010/73/EU of the European Union Parliament and Council of November 24, 2010.*

### **United Kingdom**

*This press release is being distributed only to, and is directed only at (i) persons located outside the United Kingdom, (ii) investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005; or (iii) persons designated by Article 49(2)(a) to (d) (high net worth entities, non-incorporated associations, etc.) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (all such persons mentioned in paragraphs (i), (ii) and (iii) are deemed relevant persons (“**Relevant Persons**”)). The Bonds are intended for Relevant Persons only and any invitation, offer of contract related to the subscription, tender, or acquisition of the Bonds may be addressed and/or concluded only with Relevant Persons. All persons other than Relevant Persons must abstain from using or relying on this press release and all information contained herein. This press release does not constitute a prospectus and has not been approved by the Financial Conduct Authority or by any other United Kingdom regulatory authority falling within Section 85 of the Financial Services and Markets Act 2000.*

### **United States of America**

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### ***Canada, Australia and Japan***

*The Bonds may not be offered, sold or purchased in Canada, Australia or Japan. The information contained in this press release does not constitute an offer of securities for sale in Canada, Australia or Japan.*

### ***Stabilisation***

*Pursuant to the terms of an underwriting agreement to be entered into between Soitec and the Joint Lead Managers and Joint Bookrunners, Natixis, acting as stabilising agent (or any other institution acting on its behalf), will have the ability, but not the obligation, as from the moment on which the final terms of this transaction become public, i.e. on the expected date of September 10, 2013, to carry out stabilisation transactions on the market for the Bonds and/or possibly the Soitec's shares, in accordance with applicable legislations and regulations, and in particular Regulation (EC) No. 2273/2003 of the European Commission of December 22, 2003. Such interventions may be interrupted at any time, if any, but at the latest on September 16, 2013 in accordance with Article 8.5 of the Regulation (EC) no. 2273/2003 of the European Commission of December 22, 2003 implementing directive 2003/06/EC of the European Parliament and of the Council of January 28, 2003 on insider dealing and market manipulation (market abuse). Such interventions may stabilise the price of the Bonds and/or the Company's shares. Such interventions may also affect the price of the Company's shares and of the Bonds and could result in such prices being higher than those that might otherwise prevail.*