

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 19, 2013

Press release

Opening from September 20, 2013, to September 26, 2013 of the standing repurchase order for holders of the bonds convertible into and/or exchangeable for new or existing shares

Following the reverse bookbuilding process made concurrently to the offering of bonds convertible into and/or exchangeable for new or existing shares (OCEANE) due September 18, 2014 (the “**Bonds**”), Soitec (the “**Company**” or “**Soitec**”) has solicited through a reverse bookbuilding process conducted by Natixis, acting as sole Dealer Manager, indications of interests to sell from certain holders of bonds convertible into and/or exchangeable for new or existing shares due September 9, 2014 (the “**2014 OCEANE**”), representing approximately 42.75 % of the total nominal amount of the 2014 OCEANE initially issued.

The Company repurchased the 2014 OCEANE collected within the reverse bookbuilding on September 18, 2013.

After this reverse bookbuilding process, the number of 2014 OCEANE collected within the reverse bookbuilding representing more than 20% of the number of the 2014 OCEANE initially issued, the Company undertook, in order to ensure a fair treatment of all the 2014 OCEANE holders, to place a standing repurchase order on the market in France.

The Company will then place its standing repurchase order on the regulated market of NYSE Euronext in Paris from September 20, 2013 to September 26, 2013, i.e. during a period of five consecutive trading days, at the same price offered for the 2014 OCEANE repurchased through the reverse bookbuilding process, i.e. 8.55 euros per 2014 OCEANE.

The standing repurchase transactions are conducted by Natixis.

Any holder wishing to sell its 2014 OCEANE should place a sell order at a price of 8.55 euros with its financial intermediary.

On September 26, 2013 after market, the Company will announce the total amount of repurchased 2014 OCEANE in a press release.

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The repurchased 2014 OCEANE will be cancelled in accordance with their terms of issuance and pursuant to applicable law.

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

About Soitec

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.

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Soitec's shares are listed on Euronext Paris – Compartment B
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WARNING

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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, were first 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 is opened to the public in France only after the Autorité des marchés financiers grants 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 Member State:*

- (a) to qualified investors as defined in the 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 Prospectus Directive); 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 underwriter of a prospectus pursuant to Article 3 the Prospectus Directive.

*For 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 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 another United Kingdom regulatory authority falling within Section 85 of the Financial Services and Markets Act 2000.*

United States of America

*This press release may not be published, distributed or transmitted in the United States of America (including its territories and dependencies, any State of the United States of America and the district of Columbia). This press release does not constitute any offer or solicitation to purchase for securities in the United States of America. The securities mentioned herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) and, subject to certain exceptions, may not be offered or sold in the United States of America. The Bonds will be offered or sold outside of the United States of America in the context of offshore transactions in accordance with Regulation S under the Securities Act. Soitec does not intend to register any portion of the proposed offering in the United States of America and no public offering will be made in the 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.

Repurchase of 2014 OCEANE

This press release does not constitute an invitation to participate in the repurchase of 2014 OCEANE in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such an invitation under applicable laws and regulations. In particular, the repurchase of 2014 OCEANE is not and will not be directed to the United States of America in any manner. Persons into whose possession this press release comes are required to inform themselves about, and to observe, any such legal or regulatory restrictions.