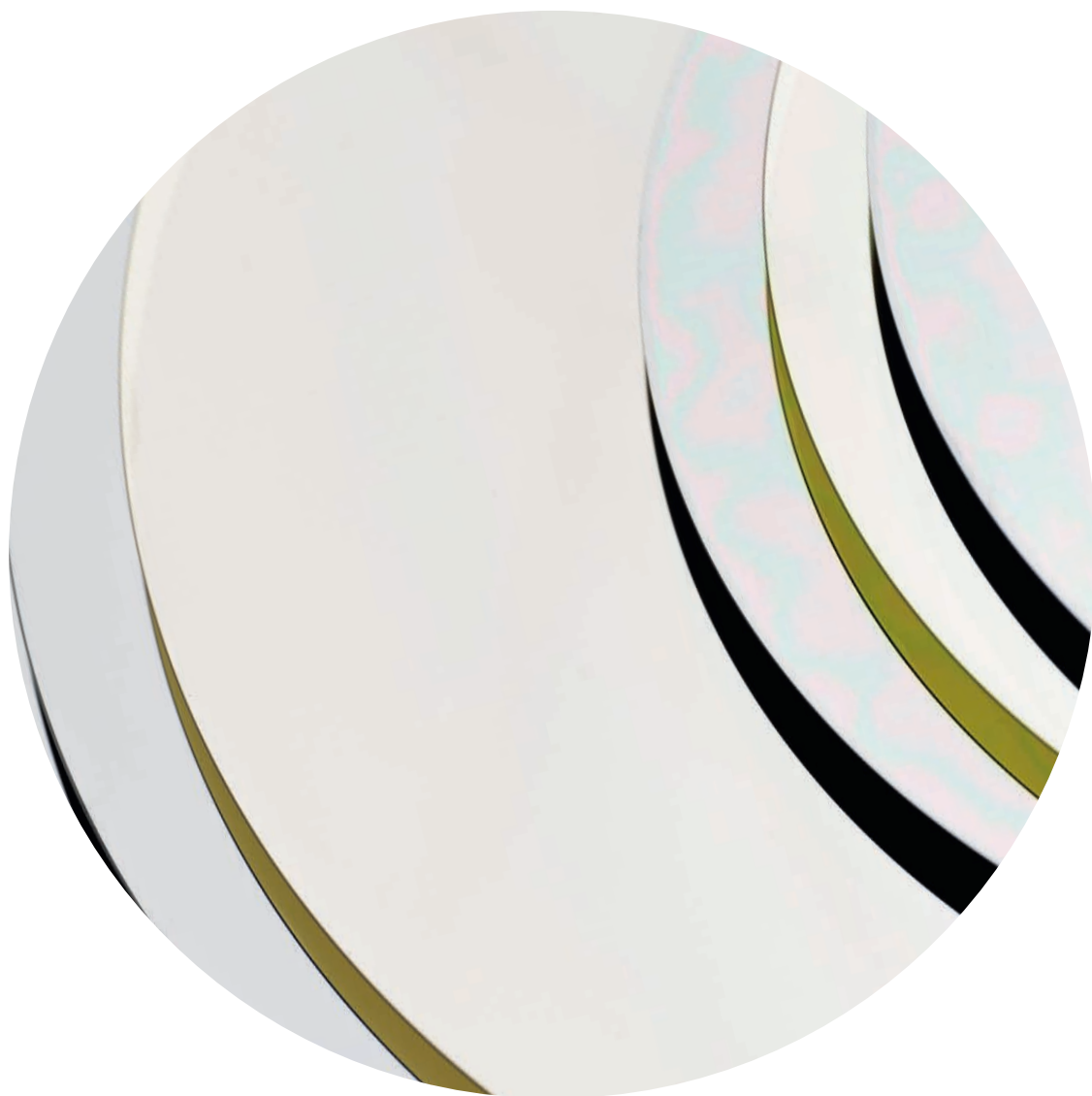


# 2025 Shareholder's notice of meeting

Combined general meeting  
July 22, 2025, 9.30 a.m.

VERSO Conference Center  
52 rue de la Victoire, Paris 9<sup>e</sup>



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# MESSAGE OF THE CHAIR OF THE BOARD OF DIRECTORS



**Frédéric Lissalde**

Chair of the Board of Directors

Dear Shareholders,

I have the pleasure to invite you to our Annual General Meeting that will be held on **July 22, 2025 at 9:30 a.m. at the VERSO Conference Center, 52 rue de la Victoire, Paris 9<sup>th</sup>**.

The meeting will be streamed live in full and recorded for later access, *via our website*.

It is a valuable opportunity for information-sharing, dialogue and engagement - a moment to present Soitec's strategy, performance, ongoing commitment to sustainability, and the Group's outlook.

The Annual General Meeting is also an occasion for you to express your views and participate, through your vote, in key decisions concerning Soitec and the Group.

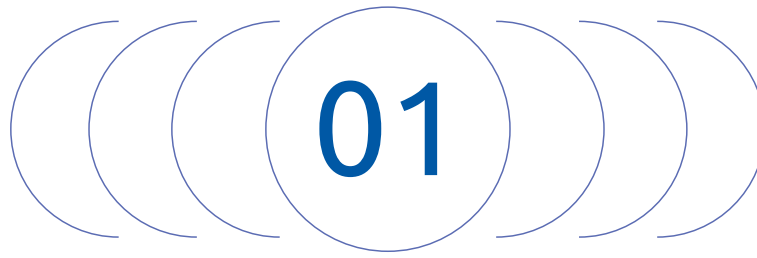
You are therefore cordially invited to vote on the approval of the financial statements for the year ending March 31, 2025, the appropriation of net profit, the reappointment of three Directors, the say on pay procedure for Corporate officers, the authorization to carry out transactions on the Company's shares, the renewal of financial authorizations and delegations granted to the Board, and amendments to the bylaws.

This notice of meeting contains all relevant information about this Annual General Meeting, including the agenda, draft resolutions to be voted on, related reports, and practical instructions for attending.

You may vote by post, online *via* a secure platform, or by appointing a proxy - either the Chair of the Meeting or a person of your choice. All the relevant details are provided in this notice of meeting, as well as on our website.

On behalf of the Board of Directors, I would like to express our sincere appreciation for your trust, loyalty and continued engagement.

Frédéric Lissalde



# Agenda of the Combined General Meeting

## RESOLUTIONS WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING

<b>First resolution:</b>	Approval of the statutory financial statements for the fiscal year ended March 31, 2025
<b>Second resolution:</b>	Approval of the consolidated financial statements for the fiscal year ended March 31, 2025
<b>Third resolution:</b>	Appropriation of net profit for the fiscal year ended March 31, 2025
<b>Fourth resolution:</b>	Reappointment of Bpifrance Participations as a director for a three-year term
<b>Fifth resolution:</b>	Reappointment of CEA Investissement as a director for a three-year term
<b>Sixth resolution:</b>	Reappointment of Fonds Stratégique de Participations as a director for a three-year term
<b>Seventh resolution:</b>	Approval of the information relating to the compensation of the Company's corporate officers referred to in Article L. 22-10-9, I of the French Commercial Code
<b>Eighth resolution:</b>	Approval of the components of the compensation paid or awarded in the fiscal year ended March 31, 2025 to Eric Meurice, Chair of the Board of Directors until the close of the Annual General Meeting of July 23, 2024
<b>Ninth resolution:</b>	Approval of the components of the compensation paid or awarded in the fiscal year ended March 31, 2025 to Christophe Gégout, acting Chair of the Board of Directors from the close of the Annual General Meeting of July 23, 2024 until February 28, 2025
<b>Tenth resolution:</b>	Approval of the components of the compensation paid or awarded in the fiscal year ended March 31, 2025 to Frédéric Lissalde, Chair of the Board of Directors from March 1, 2025
<b>Eleventh resolution:</b>	Approval of the components of the compensation paid or awarded in the fiscal year ended March 31, 2025 to Pierre Barnabé in his capacity as Chief Executive Officer
<b>Twelfth resolution:</b>	Approval of the compensation policy for the Chair of the Board of Directors
<b>Thirteenth resolution:</b>	Approval of the compensation policy for the members of the Board of Directors
<b>Fourteenth resolution:</b>	Approval of the compensation policy for the Chief Executive Officer
<b>Fifteenth resolution:</b>	Authorization to be granted to the Board of Directors to carry out transactions on the Company's shares

## RESOLUTIONS WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

<b>Sixteenth resolution:</b>	Authorization to be given to the Board of Directors to reduce the share capital by canceling shares bought back by the Company pursuant to Article L. 22-10-62 of the French Commercial Code, up to a maximum of 10% of the share capital
<b>Seventeenth resolution:</b>	Delegation of competence to be given to the Board of Directors for the purpose of carrying out a capital increase by way of the issue of shares and/or securities giving access, immediately or in the future, to the Company's share capital, with shareholders' preemptive subscription rights
<b>Eighteenth resolution:</b>	Delegation of competence to be given to the Board of Directors for the purpose of carrying out a capital increase by way of the issue of shares and/or securities giving access, immediately or in the future, to the Company's share capital, with a waiver of shareholders' preemptive subscription rights, through a public offer other than offers referred to in Article L. 411-2, 1° of the French Monetary and Financial Code
<b>Nineteenth resolution:</b>	Delegation of competence to be given to the Board of Directors for the purpose of issuing, by way of a public offer referred to in Article L. 411-2, 1° of the French Monetary and Financial Code, shares and/or securities giving access, immediately or in the future, to the Company's share capital, with a waiver of shareholders' preemptive subscription rights
<b>Twentieth resolution:</b>	Delegation of competence to be given to the Board of Directors for the purpose of issuing shares and/or securities giving access, immediately or in the future, to the Company's share capital, reserved for categories of persons meeting defined requirements, with a waiver of shareholders' preemptive subscription rights
<b>Twenty-first resolution:</b>	Delegation of competence to be given to the Board of Directors for the purpose of increasing the issue amount, with or without shareholders' preemptive subscription rights, within the limit of 15% of the initial issue
<b>Twenty-second resolution:</b>	Delegation of powers to be granted to the Board of Directors for the purpose of issuing shares and/or securities giving access, immediately or in the future, to the Company's share capital as consideration for contributions in kind consisting of shares or securities giving access to the share capital
<b>Twenty-third resolution:</b>	Delegation of competence to be given to the Board of Directors for the purpose of carrying out a capital increase by way of the issue of shares and/or securities giving access, immediately or in the future, to the Company's capital as consideration for securities contributed as part of a public exchange offer initiated by the Company
<b>Twenty-fourth resolution:</b>	Delegation of competence to be given to the Board of Directors for the purpose of increasing the share capital by capitalizing premiums, reserves, profits, or any other funds that may be capitalized
<b>Twenty-fifth resolution:</b>	Delegation of competence to be given to the Board of Directors for the purpose of carrying out one or more share capital increases by way of the issue of shares and/or securities giving access to the Company's share capital reserved for members of a company savings plan, with a waiver of shareholders' preemptive subscription rights
<b>Twenty-sixth resolution:</b>	Amendment to Article 15 (Resolutions of the Board of Directors) of the Company's by-laws
<b>Twenty-seventh resolution:</b>	Amendment to Article 11 (Crossing of thresholds) of the Company's by-laws
<b>Twenty-eighth resolution:</b>	Harmonization of the Company's by-laws

# 02

## How to participate at the Annual General Meeting?

Soitec's Annual General Meeting will be held on **July 22, 2025 at 9:30 a.m.** (Paris time) in the Auditorium of the **VERSO Conference center**, located at **52 rue de la Victoire, 75009 Paris**.

Shareholders will be welcomed at 8:30 a.m.

This General Meeting will also be fully webcast, live and recorded, via webcast accessible on the Soitec website.

All information relating to this General Meeting is available on the website under the section Investors > Shareholders & Analysts > Shareholders' general meetings, or directly at: <https://www.soitec.com/home/investors/shareholders---analysts-/shareholders'-general-meetings>

### 2.1 How to get to the Annual General Meeting?



#### HOW TO ACCESS



##### RER

**Line E**  
(Haussmann  
Saint-Lazare station)

**Line 9**  
(Auber station)



##### METRO

**Line 12** (Notre-Dame-  
de-Lorette / Trinité  
d'Estienne d'Orves station)

**Line 7 and 9**  
(Chaussée d'Antin -  
La Fayette station)

**Line 8**  
(Richelieu-Drouot station)



##### BUS

**Lines 26, 40, 43 & 74**  
(Saint-Georges - Chateaudun /  
Carrefour de Chateaudun stop)

**Line 68**  
(Trinité stop)



##### PARKING

**Indigo :**  
48 boulevard Haussmann

**Interparking :**  
12-14 rue Chauchat



**Paris-Victoire Business Center: 52 rue de la Victoire, 75009 Paris**

### 2.2 Which conditions are required to take part in the Annual General Meeting?

All shareholders, regardless of the number of shares they own, are entitled to attend the Annual General Meeting.

This right is subject to their shares held being recorded in the share register by the second business day prior to the General Meeting, **i.e. by midnight (Paris time) on Friday July 18, 2025**.

## 2.3 How to participate and vote at the Annual General Meeting?

To exercise your voting rights at the Annual General Meeting, you have three options:



Attend the Annual General Meeting in person and vote on the day of the Meeting



Vote by post or Internet



Give a proxy by post or Internet

Once you have requested an admission card, voted by post or Internet or sent a proxy, you can no longer choose another means of participation.

### 2.3.1 You wish to attend the Annual General Meeting in person

To attend the Meeting in person, **you must request an admission card**.

We encourage you to use VOTACCESS if the institution holding your shares subscribes to this system. Requesting and printing your admission card takes just a few minutes.

	YOU ARE A SHAREHOLDER WITH REGISTERED SHARES	YOU ARE A SHAREHOLDER WITH BEARER SHARES
By post	<p>If you have not chosen e-convocation, you will automatically receive by post a voting form attached to your notice of meeting.</p> <p><b>Tick the BOX:</b></p> <p><input checked="" type="checkbox"/> "I wish to attend this Meeting and request an admission card" at the top of the form, date, sign it and return it using the enclosed pre-paid envelope.</p> <p>If you have not received your admission card prior to the General Meeting, you are invited to go directly to the dedicated desk on the day of the Meeting, with proof of identity.</p> <p>Requests for admission cards made by post must be received no later than 3 days before the Meeting, <i>i.e.</i> Saturday July 19, 2025.</p>	<p>Request a voting form from your custodian, acting as your account holder, no later than 6 days before the date of the Meeting (<i>i.e.</i> July 16, 2025).</p> <p><b>Tick the BOX:</b></p> <p><input checked="" type="checkbox"/> "I wish to attend this Meeting and request an admission card" at the top of the form, date and sign it, and return it to the custodian, acting as your account holder.</p> <p>If you have not received your admission card within 2 working days prior to the General Meeting, <i>i.e.</i> on Friday July 18, 2025, you are invited to ask your custodian to issue you with a certificate of attendance.</p>
By Internet	<ul style="list-style-type: none"> <li>If you are a shareholder <b>WITH PURE REGISTERED SHARES</b>, log on to your Shareholders' Area at <a href="http://www.investors.uptevia.com">www.investors.uptevia.com</a> with your usual access codes, which you will find on: <ul style="list-style-type: none"> <li>the voting form sent to you; or</li> <li>e-convocation, if you have chosen this option.</li> </ul> </li> </ul> <p>Once you have logged on to your Shareholder Area, simply follow the on-screen instructions to access the VOTACCESS website and request your admission card.</p> <ul style="list-style-type: none"> <li>If you are a shareholder <b>WITH ADMINISTERED REGISTERED SHARES</b>, log on to the VoteAG website at <a href="http://www.voteag.com">www.voteag.com</a> using the temporary codes sent to you on: <ul style="list-style-type: none"> <li>the voting form sent to you; or</li> <li>e-convocation, if you have chosen this option.</li> </ul> </li> </ul> <p>Once you have logged on to VoteAG, simply follow the on-screen instructions to access the VOTACCESS site and request your admission card.</p>	<p>Contact your custodian, acting as your account holder, to find out whether it is connected to the VOTACCESS site and, if so, whether this access is subject to special conditions of use. Only shareholders whose custodian has joined the VOTACCESS site will be able to request their admission card online.</p> <ul style="list-style-type: none"> <li>If your custodian is connected to VOTACCESS, log on to its Internet portal using your usual access codes, then click on the icon that appears on the line corresponding to your Soitec shares and follow the instructions on the screen to access VOTACCESS to request an admission card.</li> <li>If your custodian is not connected to VOTACCESS, please refer to the postal admission card request procedure described above.</li> </ul>



To ensure that the meeting runs smoothly, we ask you to:







- present your admission card in advance to sign the attendance sheet;
- comply with the instructions given at the meeting concerning practical voting procedures.

2.3.2 You wish to vote by post or Internet

	YOU ARE A SHAREHOLDER WITH REGISTERED SHARES	YOU ARE A SHAREHOLDER WITH BEARER SHARES
By post	<p>If you have not chosen e-convocation, you will receive by post a voting form attached to your invitation.</p> <p>Tick the <b>BOX</b>:</p> <p><input checked="" type="checkbox"/> "I vote by post" and then vote on each resolution by following the instructions on the form. Then date, sign the form and return it in the attached pre-paid envelope.</p>	<p>Request a voting form from your custodian, acting as your account holder, no later than 6 days before the date of the Meeting (<i>i.e.</i> <b>July 16, 2025</b>).</p> <p>Tick the <b>BOX</b>:</p> <p><input checked="" type="checkbox"/> "I vote by post" and then vote on each resolution by following the instructions on the form. Then date, sign the form and return it to the custodian, acting as your account holder.</p>
	<p>Only voting forms duly signed, completed, received and confirmed by Uptevia <b>by Saturday, July 19, 2025 at the latest</b> will be taken into account.</p>	
By Internet	<ul style="list-style-type: none"><li>• If you are a shareholder <b>WITH PURE REGISTERED SHARES</b>, log on to your Shareholder's Area at <a href="http://www.investors.uptevia.com">www.investors.uptevia.com</a> with your usual access codes, which you will find on:<ul style="list-style-type: none"><li>• the voting form sent to you; or</li><li>• e-convocation, if you have chosen this option.</li></ul></li><li>• Once you have logged on to your Shareholder Area, follow the on-screen instructions to access the VOTACCESS site and vote.</li><li>• If you are a shareholder <b>WITH ADMINISTERED REGISTERED SHARES</b>, log on to the VoteAG website at <a href="http://www.voteag.com">www.voteag.com</a> using the temporary codes sent to you on:<ul style="list-style-type: none"><li>• the voting form sent to you; or</li><li>• e-convocation, if you have chosen this option.</li></ul></li><li>• Once you have logged on to VoteAG, follow the on-screen instructions to access the VOTACCESS site and vote.</li></ul>	<p>Contact your custodian, acting as the account holder, to find out whether or not it is connected to the VOTACCESS site and, if so, whether this access is subject to special conditions of use.</p> <p>Only shareholders with bearer shares whose custodian has subscribed to the VOTACCESS site will be able to vote online.</p> <ul style="list-style-type: none"><li>• If your custodian is connected to the VOTACCESS site, you will need to log on to its Internet portal using your usual access codes. Then click on the icon that appears on the line corresponding to your Soitec shares and follow the instructions on the screen to access the VOTACCESS site to vote.</li><li>• If your custodian is not connected to VOTACCESS, follow the procedures described above (by post) in order to vote.</li></ul>
	<p><b>Access to VOTACCESS will be possible from Friday, July 4, 2025, until Monday, July 21, 2025 at 3:00 p.m. (Paris time).</b> It is recommended not to wait until the final days to vote, in order to avoid potential delays or technical issues.</p> <p>Only <b>electronic</b> notifications of appointment or revocation of proxies duly signed, completed, received and confirmed by Uptevia <b>by Monday, July 21, 2025, at 3:00 p.m. (Paris time)</b>, will be taken into account.</p>	



### 2.3.3 You wish to give a proxy by post or by Internet

You can give a proxy:		
	OR	
To the Chairman of the Meeting		To any other individual or legal entity
YOU ARE A SHAREHOLDER WITH REGISTERED SHARES		YOU ARE A SHAREHOLDER WITH BEARER SHARES
By post	<p>If you have not chosen e-convocation, you will receive by mail a voting form attached to your invitation.</p> <p>Depending on your choice, tick the <b>BOX</b>:</p> <p><input checked="" type="checkbox"/> "I give my proxy to the Chairman of the General Meeting"</p> <p>OR</p> <p><input checked="" type="checkbox"/> "I give my proxy to:" and provide the requested information.</p> <p>Then date, sign it and return it using the attached pre-paid envelope.</p>	
	<p>Request a voting form from your custodian, acting as your account holder, no later than 6 days before the date of the Meeting (<i>i.e.</i> <b>July 16, 2025</b>).</p> <p>Depending on your choice, tick the <b>BOX</b>:</p> <p><input checked="" type="checkbox"/> "I give my proxy to the Chairman of the General Meeting"</p> <p>OR</p> <p><input checked="" type="checkbox"/> "I give my proxy to:" and provide the requested information.</p> <p>Then date, sign it and return it to the custodian.</p>	
	Only notifications of appointment or revocation of proxies duly signed, completed and received no later than 3 days before the Meeting, <i>i.e.</i> <b>Saturday, July 19, 2025</b> will be taken into account.	
By Internet	<p>• If you are a shareholder <b>WITH PURE REGISTERED SHARES</b>, log on to your Shareholder's Area at <a href="http://www.investors.uptevia.com">www.investors.uptevia.com</a> with your usual access codes, which you will find on:</p> <ul style="list-style-type: none"> <li>the voting form sent to you; or</li> <li>e-convocation, if you have chosen this option.</li> </ul> <p>Once you have logged on to your Shareholder Area, follow the on-screen instructions to access the VOTACCESS site and appoint or revoke a proxy.</p> <p>• If you are a shareholder <b>WITH ADMINISTERED REGISTERED SHARES</b>, log on to the VoteAG website at <a href="http://www.voteag.com">www.voteag.com</a> using the temporary codes sent to you on:</p> <ul style="list-style-type: none"> <li>the voting form sent to you; or</li> <li>e-convocation, if you have chosen this option.</li> </ul> <p>Once you have logged on to VoteAG, follow the on-screen instructions to access the VOTACCESS site and appoint or revoke a proxy.</p>	
	<p>Contact your custodian, acting as your account holder, to find out whether or not it is connected to the VOTACCESS site and, if so, whether this access is subject to special conditions of use.</p> <p>Only shareholders with bearer shares whose custodian has subscribed to VOTACCESS will be able to appoint or revoke a proxy.</p> <ul style="list-style-type: none"> <li>If your custodian is connected to VOTACCESS, log on to its Internet portal using your usual access codes. Then click on the icon that appears on the line corresponding to your Soitec shares and follow the instructions on the screen to access VOTACCESS to appoint or revoke a proxy.</li> <li>If your custodian is not connected to VOTACCESS, follow the procedures described above (by post) in order to appoint or revoke a proxy.</li> </ul>	
	Only electronic notifications of appointment or revocation of proxies duly signed, completed, received and confirmed by Uptevia <b>by the day before the Meeting, i.e. Monday, July 21, 2025, at 3:00 p.m. (Paris time)</b> , will be taken into account.	
	Notification of the appointment or revocation of a proxy may also be made electronically, by sending an e-mail bearing an electronic signature, resulting from a reliable identification process guaranteeing your link with the voting form, to the following e-mail address <a href="mailto:ct-mandataires-assemblees@uptevia.com">ct-mandataires-assemblees@uptevia.com</a> , stating your surname, first name, address and the surname, first name and address of the appointed or revoked proxy as well as, for direct registered shareholders, your Uptevia login, and for administered registered shareholders, your login available from your account-holding institution.	
	If you give a proxy without appointing a representative, the Chairman of the Meeting will vote in favor of the proposed resolutions submitted or approved by the Board of Directors and against all other proposed resolutions.	
	Under no circumstances may a shareholder return to the Company both a notification of proxy appointment and the voting form. However, should this be the case, the notification of appointment of a proxy will be taken into consideration.	
	Proxies appointed for this General Meeting are valid for any subsequent meetings convened with the same agenda, and may be revoked in the same way as for the appointment of the proxy.	

## 2.4 Additional information

### You wish to request confirmation of your vote

You can request confirmation of your vote:

- on VOTACCESS by ticking the appropriate box. Confirmation of your vote will be available in the voting instructions menu within 15 days of the General Meeting;
- by post addressed to Uptevia, within 3 months of the General Meeting. Uptevia will reply no later than 15 days after receipt of the confirmation request or the date of the Meeting.

### You sell your share

In the event of transfer of ownership of your shares before the second business day prior to the Annual General Meeting, **i.e. before Friday July 18, 2025 at midnight (Paris time)**, the Company will invalidate or amend, as the case may be, the vote cast remotely. To this end, in the case of bearer shareholders, the custodian will notify the transfer of ownership to the Company or Uptevia, its authorized agent, and will transmit the necessary information.

### You wish to ask written questions

Written questions must be sent to the Company's registered office, by registered letter with acknowledgement of receipt, to the following address: for the attention of the General Secretary, "AG 22 juillet 2025" Parc Technologique des Fontaines – Chemin des Franques -38190 Bernin – France, or by e-mail to the following address: [shareholders-gm@soitec.com](mailto:shareholders-gm@soitec.com), no later than the 4<sup>th</sup> business day prior to the date of the General Meeting, **i.e. Wednesday July 16, 2025**.

To be taken into account, they must be attached to a certificate of account registration. The answer to a written question will be deemed to have been given as soon as it appears on the Company's website ([www.soitec.com](http://www.soitec.com)).

### Your key dates

<b>Friday, July 4, 2025</b>	• <b>Opening of VOTACCESS</b>
<b>Wednesday, July 16, 2025</b>	• Deadline to submit written questions
<b>Friday, July 18, 2025, at midnight</b>	• Date on which your shares shall be registered in order to participate in the Meeting
<b>Saturday, July 19, 2025</b>	• Deadline for Uptevia to receive voting forms sent by post
<b>Monday, July 21, 2025 at 3:00 p.m.</b>	• <b>Closing of VOTACCESS</b>

### Get information

On the website	The preparatory documents relating to the General Meeting are available on the Soite internet website. Keep up to date with information on the organization of the Meeting at <a href="https://www.soitec.com/home/investors/shareholders---analysts--/shareholders'-general-meetings">https://www.soitec.com/home/investors/shareholders---analysts--/shareholders'-general-meetings</a> .
Contact our shareholder department	Write to <a href="mailto:shareholders-gm@soitec.com">shareholders-gm@soitec.com</a> for questions relating to the organization of the General Meeting and send your written questions.
Receive documents relating to the Annual General Meeting	If you would like to receive the preparatory documents relating to the General Meeting by e-mail or post, you can make a request until <b>July 17, 2025</b> by returning the form on the last page of this notice of meeting.

## 2.5 How do I fill in the voting form?

02

You wish to attend the Shareholder's Meeting :  
Tick the box A.

You will not attend in person the Shareholders' Meeting  
Select one of the 3 possibilities.

You are a shareholder with bearer shares :  
You must return the voting form to your custodian, acting as the account holder.

**Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side**

**Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form**

☐ **JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE** et demande une carte d'admission : dater et signer au bas du formulaire / **I WISH TO ATTEND THE SHAREHOLDER'S MEETING** and request an admission card: date and sign at the bottom of the form

**soitec**

**SOITEC**

Société Anonyme au capital de 71 454 082€  
Siège social : Parc Technologique des Fontaines - Chemin des  
Franques - 38190 Bernin  
384 711 909 R.C.S. GRENOBLE

**Assemblée Générale Mixte**  
convoquée le mardi 22 juillet 2025 à 9h30,  
Centre de Conférence VERSO,  
sis 52 rue de la Victoire,  
75009 Paris

**Combined General Meeting**  
on Tuesday, July 22 2025 at 09:30 AM,  
Centre de Conférence VERSO sis 52 rue de la Victoire,  
75009 Paris

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account  
Nominatif Registered  
Porteur Bearer  
Vote simple Single vote  
Vote double Double vote  
Nombre d'actions Number of shares  
Nombre de voix - Number of voting rights

**B1 JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**  
Cf. au verso (2) - See reverse (2)

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

1	2	3	4	5	6	7	8	9	10	Oui / Yes	A	B
Non / No										Non / No		
Abs.										Abs.		
11	12	13	14	15	16	17	18	19	20	Oui / Yes	C	D
Non / No										Non / No		
Abs.										Abs.		
21	22	23	24	25	26	27	28	29	30	Oui / Yes	E	F
Non / No										Non / No		
Abs.										Abs.		
31	32	33	34	35	36	37	38	39	40	Oui / Yes	G	H
Non / No										Non / No		
Abs.										Abs.		
41	42	43	44	45	46	47	48	49	50	Oui / Yes	J	K
Non / No										Non / No		
Abs.										Abs.		

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote **NON** sauf si je signale un autre choix en noircissant la case correspondante :  
In case amendments or new resolutions are proposed during the meeting, I vote **NO** unless I indicate another choice by shading the corresponding box:

- Je donne pouvoir au Président de l'Assemblée Générale. / I appoint the Chairman of the general meeting. ☐  
- Je m'abstiens. / I abstain from voting. ☐  
- Je donne procuration [cf. au verso renvoi (4)] à M. / Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint [see reverse (4)] Mr / Mrs or Miss, Corporate Name to vote on my behalf. ☐

Pour être pris en considération, tout formulaire doit parvenir au plus tard :  
To be considered, this completed form must be returned no later than:

sur 1<sup>ère</sup> convocation / on 1<sup>st</sup> notification le 19/07/2025 à 23h59  
sur 2<sup>ème</sup> convocation / on 2<sup>nd</sup> notification on 07/19/2025 at 11:59 PM

M/ to : UPTEVIA  
Service Assemblées Générales  
90-110 Esplanade du Général de Gaulle  
92931 Paris La Défense

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'Assemblée Générale »  
"If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting"

You wish to vote by post :  
Tick the box B1.

To vote «YES» to the resolutions, do not blacken the corresponding boxes ;  
To vote «NO» to some resolutions, blacken each of the corresponding boxes ;  
To abstain to some resolutions, blacken the box «ABS.» (this vote is no longer considered as a negative vote and will not be considered in the votes cast) ;

Do not forget to make your choice "IN CASE OF AMENDMENTS OR NEW RESOLUTIONS ARE PROPOSED DURING THE MEETING".

You wish to give your proxy to the Chair of the Meeting :  
Tick the box B2.

You wish to give your proxy to a specific representative :  
Tick the box B3 and write the name and address of this representative.

Date & Signature

Whatever option you choose, date and sign

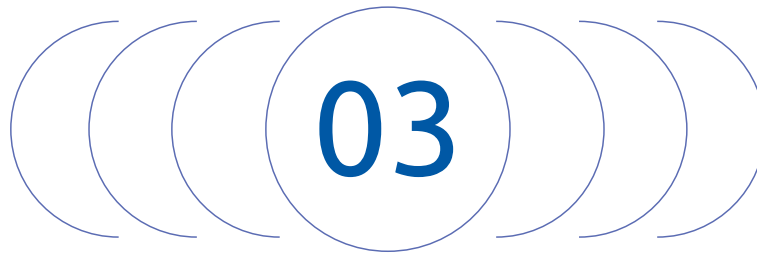
Please fill in your surname, first name and address or verify them if they are already filled.

**ATTENTION :** Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.  
**CAUTION :** As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)  
Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Whichever option you choose to take part in the General Meeting, in order for this form to be taken into consideration, it must:

- be completed, dated and signed in the "Date and Signature" box;
- be received by Uptevia no later than **midnight on Saturday, July 19, 2025**, at the following address: (Service Assemblées Générales – Cœur Défense, 90-110 Esplanade du Général de Gaulle -92931 Paris La Défense Cedex (pre-paid envelope attached to notice of meeting for registered shareholders).



# Summary statement of Soitec's situation for the fiscal year 2024-2025

## 3.1 Activity and Strategy

Soitec was founded over 30 years ago in the high-tech innovation ecosystem of Grenoble (France), with the mission of creating and developing innovative substrates for the semiconductor industry. Semiconductor materials are the foundation of electronic circuits. By offering innovative and competitive solutions that reduce energy consumption and improve the performance of circuits, the Group's engineered substrates fuel momentum in the semiconductor industry. Soitec's products are found in virtually all of today's smartphones, and increasingly in the Automotive & Industrial, Smart Devices and Artificial Intelligence (AI) sectors. Applying advanced materials engineering expertise, the Group has developed processes to bring together all types of material, without altering their crystallographic properties. The resulting multi-layer substrates enhance the capabilities and performance of its customers' integrated circuits (ICs). The proprietary Smart Cut™<sup>(1)</sup> technology is the best-known technology in Soitec's portfolio, and most of the Group's products are manufactured using it. It works like a scalpel at the atomic scale and allows the transfer of ultra-fine monocrystalline material layers from a donor substrate to a receiver substrate via ionic implantation and molecular adhesion. It stretches the traditional limits of depositing layers while providing absolute control of thickness uniformity for the various layers at the atomic mesh. The Group's know-how extends from silicon to compound materials. Soitec has also developed in-depth expertise in stacking integrated circuit layers onto other substrates (Smart Stacking™<sup>(2)</sup>) and epitaxially. These technologies can be combined and form an impressive innovation-oriented toolkit, capable of providing optimally efficient solutions for its customers.

Soitec produces these innovative substrates at manufacturing units equipped with technologies at the cutting edge of quality control and productivity. The Group sells its engineered substrates to semiconductor foundries and integrated device manufacturers worldwide for them to develop the most cutting-edge products. Customers use the engineered substrates that Soitec develops and makes in order to manufacture electronic chips for mobile telecommunications (smartphones, 5G infrastructure), the automotive market, industrial applications and artificial intelligence through Edge AI embedded intelligence devices, and in Cloud infrastructure. With a presence across the globe, the Group is a world leader in the design and production of Silicon-on-Insulator (SOI) wafers. The product portfolio also includes semiconductor-based substrates such as gallium nitride (GaN) and silicon carbide (SiC), on which Soitec applies its Smart Cut™ technology to improve their performance and make their production more efficient, as well as Piezoelectric-on-Insulator (POI) substrates. Soitec's innovation and products are backed by a total commitment toward a fairer and more sustainable world. Consequently, the Group's sustainability strategy and corporate culture are central to its operations. This strategy is based on three pillars: drive the transition toward a sustainable economy through innovation and operations, leverage an inspiring company culture, and act to become a role model for a better society.

(1) Description of the Smart Cut™ process: <https://www.soitec.com/en/products/smart-cut>.

(2) Description of the Smart Stacking™ process: <https://www.soitec.com/en/products/smart-stacking>.

### 3.1.1 Digitalization and AI are accelerating growth in Soitec's key markets

Between 2025 and 2030, digitalization and artificial intelligence will continue to play a key role in transforming the smartphone, automotive and Edge AI embedded intelligence markets as well as that of optical interconnections in data centers.

AI embedded in smartphones is set to considerably improve local processing capabilities. Thanks to advances in generative AI, voice recognition and computer vision, smartphones will offer smoother, more personalized experiences. The integration of dedicated AI processors will enable better performance in photography, real-time translation and voice interaction applications.

Autonomous smart cars will benefit from ever advancing AI algorithms. Between 2025 and 2030, predictive AI will optimize driving safety as well as vehicle energy management and maintenance. Level 4 and 5 autonomous cars will gradually become accessible thanks to improved interconnectivity between sensors, cameras and embedded edge computing.

The number of smart objects with embedded AI is set for rapid growth. Edge AI will enable smart home appliances, industrial sensors and medical devices to process data in real time without passing through the cloud, reducing latency and energy consumption. This development will reinforce the cybersecurity and autonomy of connected systems.

The AI boom will require high-performance network infrastructures. Data centers will evolve towards ultra-low-latency optical interconnections to ensure the rapid transfer of massive volumes of data between servers and AI computing units, all the while reducing energy consumption. These new architectures will enable companies to fully take advantage of distributed AI and reduce data processing bottlenecks.

Between now and 2030, these developments will stimulate growth in these markets, while transforming use cases and boosting the competitiveness of technology companies.

Thanks to its technological expertise in innovative semiconductor materials, Soitec is ideally positioned to take full advantage of the growth of these AI-driven markets, while also making them more energy-efficient, thereby strengthening its competitiveness and positioning as a leader in technology.

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### 3.1.2 Protecting the environment requires powerful technological innovations

Today, protecting the environment is synonymous with fighting global warming. In extreme cases, sea levels could rise by 2.5 meters by 2100, compared to a 22 centimeter rise over the last century. The objectives set by the various COPs aim to limit global warming to 1.5°C by 2050. Soitec is committed to achieving this goal, and its commitments for Scopes 1 and 2 have been validated by the Science-Based Targets initiative (SBTi).

Limiting global warming to 1.5°C by 2050 means reducing greenhouse gas emissions from electricity generation by half by 2030. The use of increasingly energy-efficient technologies and the growing adoption of electric vehicles (driven by highly incentivizing policies in terms of greenhouse gas emissions regulations) will play a critical role in achieving this major objective. As a result, an increasingly connected world is taking shape, surrounded by increasingly smarter and energy-efficient objects.

The global market for hardware dedicated to Edge AI is expected to experience strong growth between now and 2030. While the market was estimated at around 2.3 billion products sold in 2024, it is expected to reach 6 billion by 2030. This increase reflects the growing adoption of Edge computing solutions to meet the need for real-time data processing and reduced latency.

This development also has a major impact on data center architectures. Data centers are migrating from centralized models to decentralized architectures, deploying smaller, localized facilities in order to reduce latency and improve Edge AI data processing. The network infrastructure is improving thanks to ultra-high-speed optical connections and advanced equipment to efficiently manage artificial intelligence workloads. Modern data center designs now prioritize energy efficiency with improved power distribution systems, advanced cooling technologies and optical interconnections to support the growing processing power requirements linked to AI, while minimizing energy consumption.

The world is more aware than ever of the economic and strategic importance of semiconductors in meeting environmental challenges. Through its strategic positioning, Soitec delivers innovative products in the following three markets: Mobile Communications, Automotive & Industrial, and Edge & Cloud AI.

### 3.1.3 Global semiconductor market

Global semiconductor industry sales advanced significantly in 2024, increasing almost 20% to US\$628 billion, after a decline of 8% in 2023, according to the annual World Semiconductor Trade Statistics (WSTS) review. This upturn can be explained in particular by accelerated demand for artificial intelligence and memory. Just like last year, the markets underpinning the growth were 5G, Artificial Intelligence, connected objects and the automotive industry. As semiconductor content in everyday products continues to rise, driven by rapidly growing needs for connectivity and energy efficiency, and increasingly powerful artificial intelligence applications, the industry is maintaining a steady level of growth and could continue to grow by more than 10% in 2026. The ubiquity of AI is fueling innovations in chip design, manufacturing and integration, amplifying the need for advanced semiconductor solutions to power next-generation technologies and keep pace with constantly evolving consumer demands.

Geopolitical and economic developments related to the consequences of the wars in Ukraine and the Middle East, and growing global geopolitical tensions (particularly the recent US government announcements of stricter tariffs), represent an indirect risk to the market in the medium term. Due to the growing strategic importance of the semiconductor sector, states have announced numerous support programs, in order to develop their strategic independence. These programs are helping to build the production capacity needed to meet growing demand and strengthen the resilience of supply chains<sup>(1)</sup>. In terms of the long-term outlook for 2030, the semiconductor market is estimated to top US\$1,000 billion<sup>(2)(3)</sup>.

(1) Gartner: <https://www.gartner.com/en/articles/what-s-ahead-for-semiconductor-shortages>.

(2) IBS, Global Semiconductor Industry Service Report (volume 31, No. 1, January 2022).

(3) VLSI: <https://www.techinsights.com/blog/semiconductor-sales-are-expected-surpass-06t-2022-and-track-hit-1t-2030>.

### 3.1.4 Mobile Communications

Demand for mobile data continues to grow by 20% every year, driven mainly by an increasingly interconnected society and the growing use of video in our exchanges<sup>(1)</sup>. Generative Artificial Intelligence (GenAI) could have a significant impact on future mobile network data flows, notably by increasing video consumption and changing throughput requirements (uplink). Mobile communication – particularly smartphone-based – will continue to expand to offer new services from health to self-driving vehicles and smart homes. Beyond performance alone, the challenge is to make mobile communication more environmentally friendly. Growth in the number of smartphones slowed in 2022 and 2023, in particular due to deteriorated macroeconomic conditions and protracted anti-Covid policies in China, leading to a significant overstocking effect in the mobile value chain. However, global smartphone sales rebounded in 2024, rising by around 5% compared to 2023. In 2025, this market should continue to grow by between 2% and 3%. There has been a rapid advance of 5G compatible smartphone models. From 200 million units in 2020 to around 820 million units in 2024<sup>(2)</sup>, the pace of adoption of 5G phones is accelerating, driven by strong end-user experience and aggressive adoption plans from both operators and handset makers. The gradual adoption of new 5G standards is giving rise to a sharp increase in semiconductor content in smartphones<sup>(3)</sup>, which is directly reflected in higher demand for Soitec products.

One of Soitec's flagship products, RF-SOI, dedicated to radiofrequency (RF) chips, has become an industry standard in 4G (present in almost all 4G and 5G smartphones). A first-generation 5G phone requires approximately twice the amount of RF-SOI content than a 4G phone<sup>(4)</sup>.

Several other Soitec products have been developed to serve specific 5G requirements. The gradual development of 5G mmWave technology, which will have an even greater share of Soitec products, should contribute to the Group's growth in the medium term. Worldwide adoption is still moderate, but the efforts of players in the value chain and the allocation of mmWave spectra around the world are evidence of an ecosystem that is finding its place. 5G infrastructure also requires a totally new setup and solutions. While the number of base station units is lower than smartphone units, the content of semiconductors is much higher and more complex, which is creating opportunities for Soitec to actively participate in serving this market.

Lastly, the increase in the volume of data exchanged and the number of telephone frequency bands has led to an increase in the number of filters in phones. The need for higher-performance, less energy-intensive filters contributes to the POI product's strong traction, one of the key elements in diversifying Soitec's product portfolio.

### 3.1.5 Automotive & Industrial

The car of tomorrow will have multimedia content and be fully autonomous, safer and greener. These trends will impact the future of mobility with a focus on passenger comfort, convenience, safety and reducing the carbon footprint.

The automotive electronics segment is currently being driven by a profound transformation thanks to the Connected, Autonomous, Shared and Electric (CASE) megatrend. Cars will soon become a smartphone, a supercomputer and a power station all rolled into one. Whereas car sales look to remain within single-digit growth, the automotive semiconductor content will at least double, depending on the level of electrification and automation of driving<sup>(5)</sup>.

In 2030, around half of cars sold will be either fully electric or hybrid (almost 20% in 2024)<sup>(6)</sup>. Although there are several, mainly technological and legal, obstacles to be removed in order for fully autonomous cars to be able to drive on our roads, the car industry is already deploying a range of advanced driving assistance features and functions. Overall, the automotive semiconductor segment is forecast to grow at an annual rate of more than 10% between 2020 and 2030<sup>(7)</sup>. Industrial electronics encompass a wide range of applications such as the generation, storage and management of energy, transportation and factory automation. These applications will drive the demand for semiconductors related to power, machine learning, artificial intelligence and data storage. To respond to this demand, Soitec has developed a portfolio of products for automotive and industrial applications that meet the needs of energy, connectivity and the smart industry.

### 3.1.6 Artificial Intelligence

Smart devices, initially equipped with simple sensors and connectivity functionalities, have evolved massively in the past few years, toward extremely complex, hyper-connected systems with embedded intelligence.

The proliferation of smart devices is set to grow significantly over the next few years. The global market for the Internet of Things (IoT), a key indicator of smart object take up, was valued at around US\$70 billion in 2024 and is expected to grow by nearly 17% each year between 2025 and 2030<sup>(8)</sup>. Forecasts anticipate growth in IoT smart devices worldwide, from around 15.9 billion in 2023 to more than 32.1 billion by 2030<sup>(9)</sup>. This increase is largely driven by the consumer sector, which alone should account for nearly 20 billion smart objects by 2030<sup>(10)</sup>. Several key trends explain this growth, including the rollout of 5G networks, the increasing integration of artificial intelligence and machine learning, the adoption of Edge computing, and the rapid development of smart homes and smart wearables.

The performance level required is powered by artificial intelligence and the associated electronics. Thanks to electronic sensors, the object reproduces the human senses, with vision and audio being the most advanced fields. Beyond the human senses, sensors are developing in fields as varied as health, imaging beyond the visible, at the level of the infinitesimally small, etc. Once the data has been collected by the sensors, the object makes its own decisions based on digital processing.

(1) Ericsson Mobility Report, November 2024: <https://www.ericsson.com/4adb7e/assets/local/reports-papers/mobility-report/documents/2024/ericsson-mobility-report-november-2024.pdf>

(2) Soitec consensus, based on industry data and sell-side analyst reports.

(3) Yole, RF Front-End Module Comparison 2024: <https://www.yolegroup.com/product/report/rf-front-end-module-comparison-2024--5g-nrsub-6ghz/>.

(4) Soitec's engineered substrates for 5G, 2020: [https://www.soitec.com/media/files/soitec\\_5g\\_march\\_2020.pdf](https://www.soitec.com/media/files/soitec_5g_march_2020.pdf).

(5) Infineon, ATV Roadshow and Call: <https://www.infineon.com/dgdl?fileId=5546d46174dd743b0174f89228fe001d>.

(6) Soitec consensus, based on industry data and sell-side analyst reports.

(7) Source: UBS Analyst Report.

(8) Grand View Research, Edge AI Market Size, Share, Growth & Trends Report, 2030: <https://www.grandviewresearch.com/industry-analysis/iot-devices-market-report>.

(9) Statista: <https://www.statista.com/statistics/1183457/iot-connected-devices-worldwide/>.

(10) Statista: <https://www.statista.com/statistics/1194682/iot-connected-devices-vertically/>.



As the digital transformation progresses, processing data as close to the object as possible, or even within the object – Edge AI – is becoming a fundamental objective. It is key in maintaining privacy, achieving ultra-fast calculation and decision-making, and reducing the energy consumption of the smart devices. With the trend comes new semiconductor opportunities in ever more powerful and efficient artificial intelligence chips. According to Grand View Research, the global market for Edge AI, estimated at around US\$15 billion in 2022, is expected to exceed US\$65 billion by 2030<sup>(1)</sup>.

With the explosion in data from smart devices, artificial intelligence and 5G, cloud infrastructure will continue to expand. The number of large hyperscale data centers will increase considerably, in line with the significant investments made by the tech industry: at the start of 2025, Microsoft, Alphabet, Meta and Amazon announced cumulative investments of over US\$310 billion in dedicated artificial intelligence infrastructure, a 44% increase on 2024.

In order to transport the expansive volume of data between servers in the cloud, while significantly reducing energy consumption, optical solutions are starting to replace copper wire. The market for optical transmission technologies, which stood at less than US\$15 billion in 2024, is expected to grow to around US\$25 billion in 2029<sup>(2)</sup>.

Soitec's current positioning is in the fields of artificial intelligence, including embedded AI (Edge AI), artificial intelligence, data centers, wireless connectivity and sensors.

03

### 3.1.7 A value creation strategy for sustainable growth

Soitec has developed a sustainable value creation model for all its stakeholders. By placing innovation at the heart of its model, Soitec can deliver sustainable and profitable growth, and build a platform from which to achieve its ambitious ESG impact objectives over the long term. For more than 30 years, Soitec has been innovating and working to define industry standards with a view to accelerating mass adoption of technological breakthroughs.

Soitec remains well positioned to grow structurally faster than the rest of the semiconductor market. In the short term, however, the Group's performance continues to be affected by inventory corrections in the smartphone value chain, and by the difficulties encountered by actors in the automotive value chain, notably in Western countries. After several years of strong outperformance in the Mobile Communications division, the decline in the smartphone market in 2023 and 2024 led to overstocking of RF-SOI throughout the entire value chain. As of March 31, 2025, although the smartphone market (expected to grow by around 3% in 2025) is showing clearer signs of recovery, and so-called "Fabless" companies appear to have completed their inventory adjustments, foundries (Soitec's direct customers) continue to dispose of inventory at above historical rates. This weighs on Soitec's RF-SOI revenue, and, against this backdrop, Group revenue fell by 9% over fiscal year 2024-2025.

Nevertheless, powerful structural trends such as 5G, artificial intelligence and automation, as well as energy efficiency, are driving a steady demand for semiconductor devices and materials in Soitec's strategic end markets: Mobile Communications, Automotive and Industry, and Artificial Intelligence.

In this environment, the Group has identified five strategic priorities to achieve its goals:

**Profitable growth driven by innovation:** Soitec's ongoing commitment to innovation underpins its ability to create new applications for and expand its portfolio of engineered substrates. By identifying emergent opportunities and investing in cutting-edge technologies, Soitec secures its core business while developing profitable new revenue streams beyond its existing markets.

**Dialogue with stakeholders:** The Group strengthens its relationships with customers, suppliers and partners (research institutes, local communities, etc.) to create shared value. Through active collaboration, Soitec is extending its influence in the global semiconductor ecosystem and ensuring that its innovations meet the needs of a wide range of end markets, aiming to make them the industry standard.

**Talent:** The women and men who work for the Group are key to its long term success. Soitec invests in skills development to foster a collaborative, agile and high performance culture. By supporting the development of each team, Soitec enables them to meet the challenges of the industry and bring a meaningful contribution to all stakeholders.

**Sustainability:** Sustainability is at the core of Soitec's strategic vision, guiding the way the Group operates and innovates. By systematically integrating environmental, social and governance (ESG) criteria into its strategic decision-making, Soitec reduces its environmental footprint and promotes sustainable, profitable growth in line with its global mission.

**Operational excellence:** Soitec prioritizes operational efficiency and quality control across all its industrial processes, aligning its capacities with market demand. This operational rigor and industrial adaptability reinforce the Group's reliability vis-à-vis its customers and support sustainable, profitable growth.

Between 2024 and 2030, Soitec expects its addressable market to grow by a factor of nearly 2.5, twice as fast as its semiconductor market. To achieve this, Soitec aims to sustainably and profitably accelerate the adoption of its products via partnerships and investments in the value chain. The exceptional growth of Soitec's addressable market is based on three main pillars:

- **Strengthen its leadership in SOI:** Soitec is committed to consolidating its leading position in the market through continuous innovation and strategic collaborations.
- **Expand its product portfolio in compound semiconductors beyond silicon-based:** Soitec is expanding its product range to meet the evolving needs of its growing customer base.
- **Increase its market presence:** Soitec will continue to develop new products by leveraging its expertise and capabilities to seize growth opportunities.

With an unwavering focus on innovation, industrial agility and quality relationships with its clients, Soitec continues to develop its product portfolio to take full advantage of its addressable market growth by 2030, to deliver sustainable financial growth and create value for all its stakeholders.

(1) Grand View Research, Edge AI Market Size, Share, Growth & Trends Report, 2030: <https://www.grandviewresearch.com/industry-analysis/iot-devices-market-report>.

(2) Source: LightCounting, 2024.

# STRATEGY

## A value creation strategy for sustainable growth

### RESOURCES

#### HUMAN

over  
**2,200**

employees of more than 50 nationalities, with 36% women

#### INNOVATION

close to  
**4,300**

active patents, including 531 filed in fiscal year 2024-2025. Soitec comes 22<sup>nd</sup> in INPI's 2024 ranking of patent filers, and is also the top-ranked mid-sized company

#### ECOSYSTEM BASED ON RELATIONSHIPS

over  
**10**

co-development partnerships with research centers, universities, manufacturers and suppliers

#### PRODUCTION

**6**  
production lines worldwide and 1 fab extension under construction

#### FINANCIAL STRENGTH

**€1,595m**

in equity at March 31, 2025



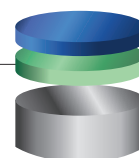
### EXPERTISE

Develop INNOVATIVE SEMICONDUCTOR MATERIALS to miniaturize chips, boost performance and reduce energy consumption

Thin active layer

Functional or insulating layer

Base substrate



### For three end markets

#### MOBILE COMMUNICATIONS



#### AUTOMOTIVE & INDUSTRIAL



#### EDGE & CLOUD AI





## CORPORATE PURPOSE

**"We are the innovative soil from which smart and energy efficient electronics grow into amazing and sustainable life experiences."**

## VALUES

**We win as one team:** collective success is our strength.

**We are responsible entrepreneurs:**  
Soitec combines boldness and responsibility.

**We innovate together with our customers and partners:** Innovation is born of collaboration with our stakeholders.

**We care for people:**  
Soitec places people at the heart of everything it does.

03



more performance

**10x  
FASTER**

- 5G powered by Soitec substrates is up to 10 times faster than 4G

**2x  
FASTER CHARGE TIME**

- SiC systems support 800V architectures, enabling faster charge time for electric vehicles vs. Si 400V systems

EDGE AI

- FD-SOI substrates improve the efficiency of edge AI training and inference for smart devices

and more energy efficiency

**-25%  
ENERGY CONSUMPTION**

enabled by Soitec's latest generation of RF-SOI in 4G/5G smartphones vs. previous generation HR-SOI

**over 10%  
MORE AUTONOMY**

in EVs enabled by powertrains based on SmartSiC™ substrates, vs. IGBT Si systems

**-40%  
ENERGY CONSUMPTION**

in low-power devices using 22 nm FD-SOI vs. bulk CMOS

## VALUE CREATION

## EMPLOYEE SHAREHOLDING STRUCTURE

**100%**

of employees eligible for free performance share plans

## PLANET

**-30%**

reduction in Scope 1 and 2 CO<sub>2</sub> emissions in absolute terms compared with the 2020 baseline

**-41%**

reduction in water withdrawals per unit of production during fiscal year 2024-2025 compared with the 2020-2021 baseline



## CUSTOMERS

**17.1%**

of revenue invested in R&D (before capitalization)

## LOCAL COMMUNITIES

**265**

young people under 28 hired across the Group in fiscal year 2024-2025

## SHAREHOLDERS

**€891m**

in revenue

**33.5%**

EBITDA margin in fiscal year 2024-2025

# TRENDS

## and opportunities

Digitalization and artificial intelligence along with environmental protection are accelerating growth in Soitec's key markets.

### DIGITALIZATION & AI

Our environment is constantly digitalizing and data is the new gold. It is estimated that **over 60% of global GDP now relies on digital communication technologies<sup>(1)</sup>**.

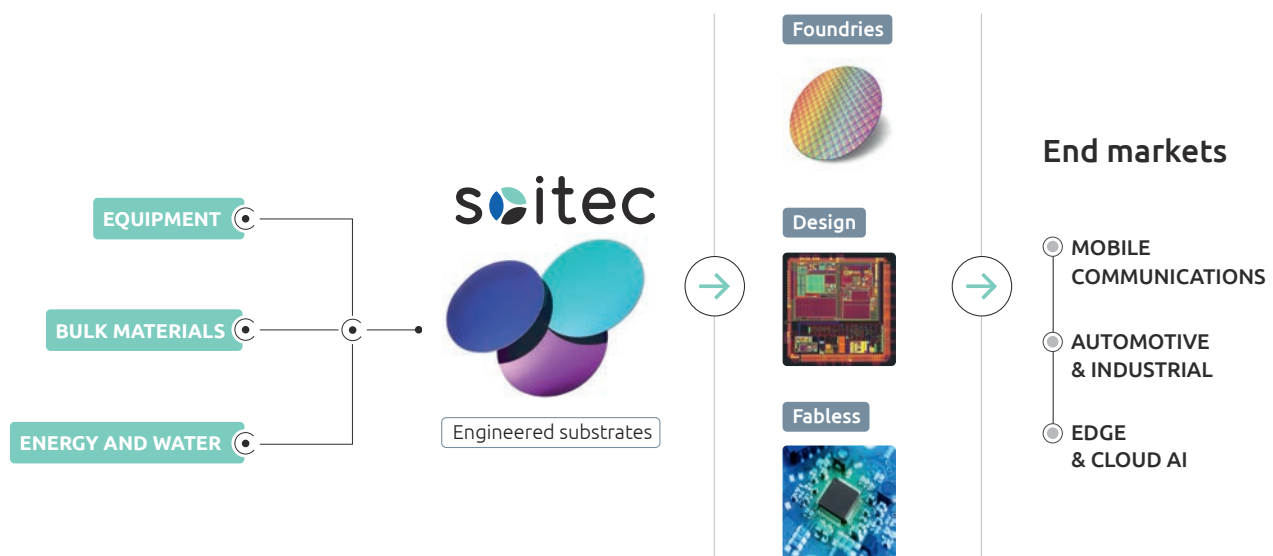
The fast-paced development of AI, driven by exponential data growth and computing capacity, is expected to **change the economy and transform our lives**.

### ENVIRONMENTAL PROTECTION

Limiting the increase in global temperature to 1.5°C by 2050 means **tripling renewable energy capacity and doubling the pace of energy efficiency improvements by 2030<sup>(2)</sup>**. The use of increasingly energy-efficient technologies and the adoption of electric vehicles, where market share which stood at around 20% in 2024 could double by 2030<sup>(3)</sup>, will play a critical role in achieving this major objective.

### SOITEC HAS A UNIQUE POSITION IN THE SEMICONDUCTOR VALUE CHAIN

Global semiconductor industry sales totaled US\$628 billion in 2024, according to the Semiconductor Industry Association's (SIA) annual industry review. This represents an increase of 19% compared with 2023, mainly due to strong demand for AI dedicated chips and the rebound of the memory market. The SIA expects ongoing double-digit growth in 2025. In terms of the long-term outlook, the semiconductor market is expected to exceed US\$1,000 billion by 2030.



(1) IDC, *IDC FutureScape: Worldwide Digital Transformation 2021 Predictions*: [www.idc.com](http://www.idc.com).

(2) IEA, *World Energy Outlook 2023*: [www.iea.org](http://www.iea.org).

(3) IEA, *Global EV Outlook 2025*: [www.iea.org](http://www.iea.org).

# Addressing market demand through three divisions

## MOBILE COMMUNICATIONS

**For more than three decades now, mobile communication has made it possible to connect just about anyone at any time, from anywhere.**

This is Soitec's core market. While the smartphone market is now mature, the share of 5G-compatible models is growing steadily. From 200 million units in 2020 to around 800 million units in 2024<sup>(1)</sup>, the adoption of 5G is giving rise to a sharp increase in semiconductor content in smartphones<sup>(2)</sup>, which is directly reflected in higher demand for Soitec products.

One of Soitec's flagship products, RF-SOI, dedicated to radiofrequency (RF) chips, has become an industry standard present in virtually all of today's 4G and 5G smartphones.

**soitec**

### Products

- RF-SOI
- FD-SOI
- POI
- RF-GAN

## AUTOMOTIVE & INDUSTRIAL

**The car of tomorrow will have multimedia content and be autonomous, safer and greener.**

The automotive segment is currently experiencing a once-in-a-century transformation thanks to the Connected, Autonomous, Shared and Electric (CASE) megatrend. Our cars are becoming supercomputers and power stations all rolled into one.

With a compound annual growth rate estimated to exceed 10% between 2020 and 2030, the automotive electronics segment is one of the fastest growing markets in the semiconductor industry<sup>(3)</sup>, mainly driven by electrification and autonomous driving<sup>(4)</sup>.

The share of electric vehicles is set to rise from 20% of global sales in 2024 to more than 40% by 2030<sup>(5)</sup>.

Industrial electronics encompass a wide range of applications such as the generation, storage and management of energy, transportation and automation, driving additional demand for semiconductors.

**soitec**

### Products

- POWER-SOI
- FD-SOI
- SMARTSIC™

## EDGE & CLOUD AI

**Artificial intelligence (AI) is revolutionizing our society and our economy. It is redefining the way we work, consume and interact. In the cloud, it harnesses massive processing power, while Edge AI acts in real time, as close as possible to the data, with the added constraint of increased energy efficiency.**

As the digital transformation progresses, processing data as close to the object as possible, or even within the object itself in real time – Edge AI – is becoming a fundamental objective. According to Grand View Research, the global market for Edge AI, estimated at around US\$15 billion in 2022, is expected to exceed US\$65 billion by 2030<sup>(6)</sup>.

At the same time, cloud infrastructure, which is used to develop and run the most advanced AI models, is growing at a steady pace. This is driven in particular by the growth of photonics, which, by replacing electronic interconnections with optical interconnections, accelerate data transfer as close as possible to the chip, while also offering greater energy efficiency.

**soitec**

### Products

- PHOTONICS-SOI
- FD-SOI
- IMAGER-SOI
- LNOI

(1) IDC, *Soitec estimates*.

(2) Yole, *5G impact on RF front-end module content, 2020*.

(3) Deloitte, *Semiconductor – The Next Wave*: [www.deloitte.com](http://www.deloitte.com).

(4) Bain, *Electric and Autonomous Vehicles – The Future is Now*: [www.bain.com](http://www.bain.com).

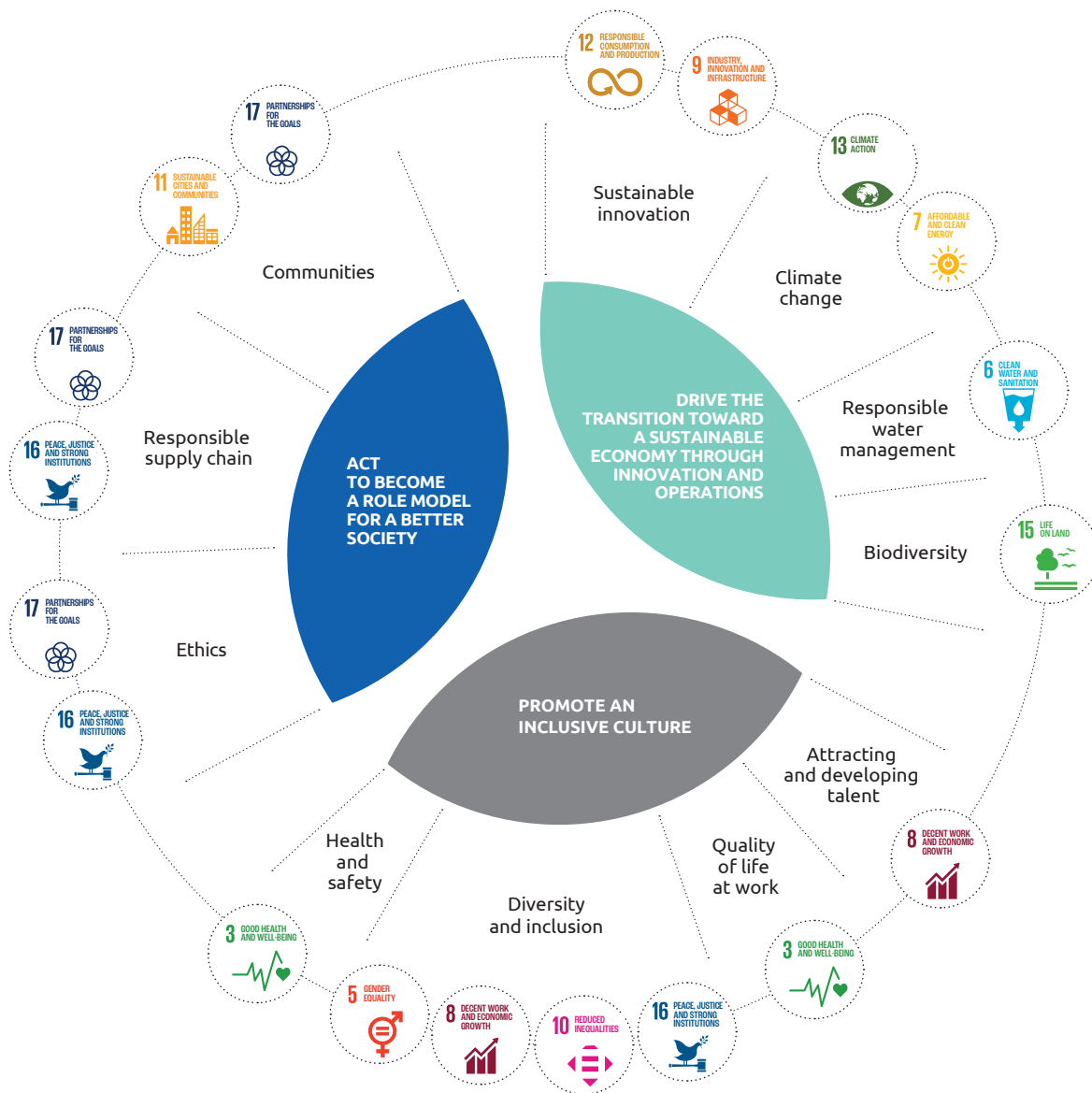
(5) IEA, *Global EV Outlook 2025*: [www.iea.org](http://www.iea.org).

(6) Grand View Research, *Edge AI Market Size, Share, Growth & Trends Report, 2030*: <https://www.grandviewresearch.com/industry-analysis/edge-ai-market-report>.

# SUSTAINABLE DEVELOPMENT

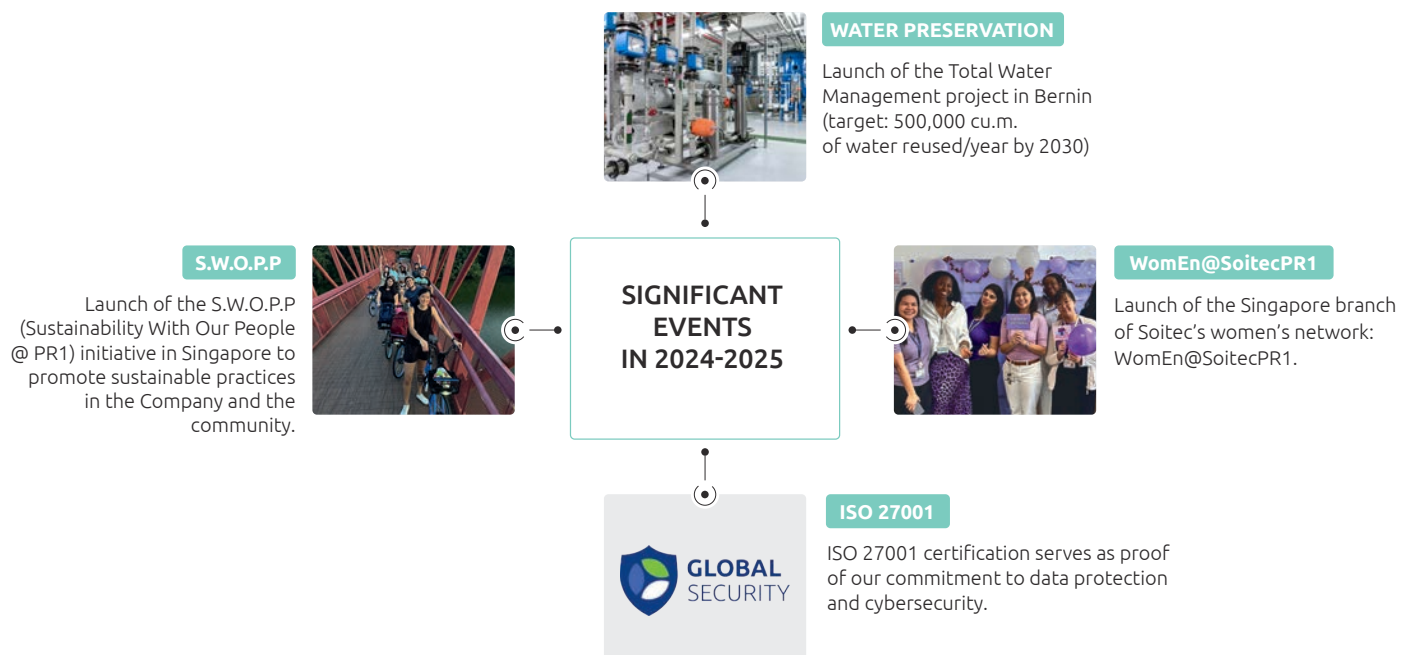
## Sustainability strategy

Sustainability is placed at the heart of Soitec's strategy. A roadmap for 2026 was defined, which was then extended to 2030 with longer-term objectives. The roadmap is based on three pillars and 11 concrete, measurable commitments, in line with the United Nations Sustainable Development Goals.



# Non-financial performance and objectives

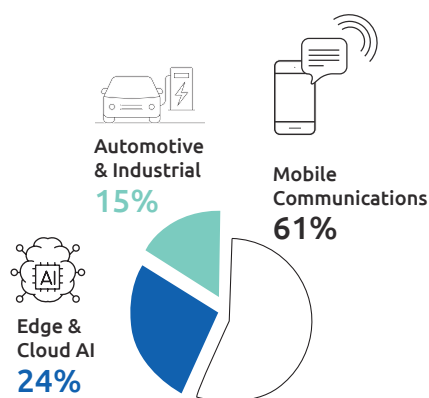
	2024-2025	2023-2024	OBJECTIVES
<b>ENVIRONMENT</b>			
Change in Scopes 1 and 2 emissions compared to the 2020 baseline	-30.2%	-5.3%	-25.2% between 2020 and 2026 <i>Objective achieved two years in advance</i> -37% between 2020 and 2030
Change of water withdrawn per unit of production (L/sq.cm.) compared with the 2020-2021 baseline	-41%	-33%	-50% between fiscal year 2020-2021 and fiscal year 2029-2030
<b>HUMAN RESOURCES</b>			
Workforce at March 31	2,252	2,145	-
Women as a percentage of the Group's workforce	36.4%	35.7%	Women to represent 40% of the Group's workforce by fiscal year 2029-2030
Women as a percentage of the Executive Committee	45.5%	36.4%	40% women by 2029-2030
<b>ETHICS</b>			
Percentage of employees that have completed the e-learning module on the Code of Conduct	98%	83%	100% of employees by fiscal year 2025-2026
Percentage of strategic suppliers that have signed the Supplier Quality Policy	87%	90%	Maintain 100%



# FINANCIAL PERFORMANCE

€891m

in revenue  
for fiscal year 2024-2025



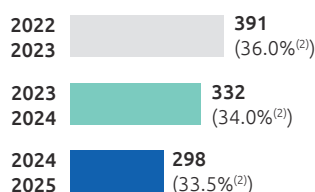
## REVENUE

(in € millions)



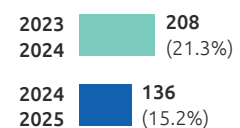
## EBITDA (continuing operations)

(in € millions)



## CURRENT OPERATING INCOME

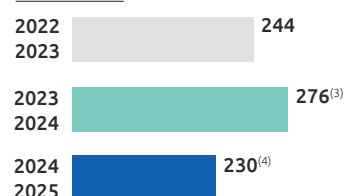
(in € millions)



<sup>(1)</sup> Annual growth calculated at constant scope and exchange rates.  
<sup>(2)</sup> Percentage of revenue.

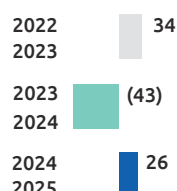
## CAPEX (Net cash generated by investing activities)

(in € millions)



<sup>(3)</sup> €225m net of finance leases.  
<sup>(4)</sup> €199m net of finance leases.

## FREE CASH FLOW



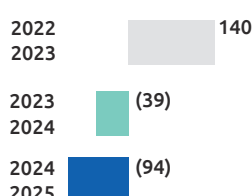
## EQUITY

(in € millions)



## NET CASH POSITION

(in € millions)



## 3.2 Financial situation and consolidated results of the fiscal year

### 3.2.1 Income statement for fiscal year 2024-2025

(in € millions)	2024-2025	2023-2024	2022-2023
<b>Revenue</b>	<b>891</b>	<b>978</b>	<b>1,089</b>
Gross profit	286	332	402
as % of revenue	32.1%	34.0%	37.0%
<b>Current operating income</b>	<b>136</b>	<b>208</b>	<b>267</b>
as % of revenue	15.2%	21.3%	24.5%
Other operating income and expenses	(16)	(3)	0
Operating income	119	205	268
as % of revenue	13%	21%	24.6%
<b>EBITDA</b>	<b>298</b>	<b>332</b>	<b>391</b>
as % of revenue	33.5%	34.0%	36.0%
Net financial expense	(9)	(5)	(10)
Income tax	(19)	(23)	(26)
<b>NET PROFIT – GROUP SHARE</b>	<b>92</b>	<b>178</b>	<b>233</b>
as % of revenue	10.3%	18.2%	21.4%
<b>Basic earnings per share (in euros)</b>	<b>2.57</b>	<b>5.00</b>	<b>6.63</b>

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### 3.2.2 Revenue

(in € millions)	2024-2025	2023-2024	% change as reported	% change at constant scope and exchange rates
Mobile Communications	546	611	-11%	-12%
Automotive & Industrial	129	163	-21%	-22%
Edge & Cloud AI <sup>(1)</sup>	216	204	+6%	+11%
<b>REVENUE</b>	<b>891</b>	<b>978</b>	<b>-9%</b>	<b>-9%</b>

(1) Including revenue generated by Dolphin Design SAS, whose activities were sold in fiscal year 2024-2025.

Consolidated revenue came in at €891 million, down 9% at constant scope and exchange rates and as reported from €978 million in fiscal year 2023-2024.

This revenue decline reflects lower sales volumes combined with an unfavorable product and customer mix and contrasting performances in the Group's three end markets. Revenue in the Mobile Communications and Automotive & Industrial divisions was down, unlike the Edge & Cloud AI division, which benefited from robust growth momentum.

Mobile Communications sales were impacted by further reductions in inventory levels of RF-SOI products for radio frequency applications at certain customers.

The decline in sales for the Automotive & Industrial division reflects the deterioration of automotive markets during the fiscal year, particularly in Europe and the US, which were harder hit by the slowdown than Asian markets.

The Edge & Cloud AI division saw good sales momentum, driven by major investments in cloud infrastructure by players in the value chain. This trend reveals a growing need for data centers that are both more powerful and more energy-efficient to keep pace with the sharp acceleration in demand for processing capacity linked to artificial intelligence.

#### Mobile Communications

down 12%  
at constant scope  
and exchange rates

61%  
of total revenue

In fiscal year 2024-2025, Mobile Communications revenue came in at €546 million, down 12% compared to fiscal year 2023-2024 at constant scope and exchange rates.

Revenue from sales of RF-SOI substrates was impacted by continued high inventory levels at direct customers, especially foundries. This situation is gradually improving.

Lower sales of RF-SOI products were partly offset by strong growth in demand for **Piezoelectric-on-Insulator (POI)** substrates for radiofrequency (RF) filters designed for 5G smartphones. In all, ten customers are now qualified, and the Group continues to work on qualifying 13 new customers.

## Automotive & Industrial

The Automotive & Industrial division's performance reflects the downturn in market conditions in the automotive industry, impacted by a more gradual pace of electrification than previously expected, despite the growing take-up and increased content per vehicle of Soitec products. Automotive industry demand for semiconductors continues to grow, driven by increasing vehicle digitalization (autonomous and assisted driving, functional safety and infotainment).

down 22%  
at constant scope  
and exchange rates

15%  
of total revenue

In fiscal year 2024-2025, Automotive & Industrial revenue came in at €129 million, down 22% compared to fiscal year 2023-2024 at constant scope and exchange rates.

Sales of **Power-SOI** products were down, reflecting the current weakness of the automotive market, particularly outside China. Power-SOI substrates remain a key component for gate driver circuits, vehicle networks and battery management ICs.

In contrast, **FD-SOI** sales rose over fiscal year 2024-2025, driven by demand for microcontrollers, radar and wireless connectivity solutions currently being adopted in the automotive market.

Revenue generated by **SmartSiC™** technology was down over the fiscal year due to the timing of the technology transfer agreement with ST Microelectronics. The Company also continues to develop its business operations, with five customers currently in the process of qualification and over 35 prospective customers. The continuing weakness of the automotive market and longer-than-anticipated customer qualification cycles confirm the aforementioned delay in ramping up SmartSiC wafer production.

## Edge & Cloud AI

Growth in the Edge & Cloud AI division was led by Phototonics-SOI products, buoyed by strategic investments in cloud infrastructure designed to keep pace with the surge in demand for processing capacity linked to artificial intelligence, as well as the growing integration of embedded intelligence in smart devices. At the same time, growth in edge computing activities accelerated, driven by growing demand for energy sufficiency and processing cost optimization.

The increasing personalization of smart devices, the continuous enhancement of their features and their ability to adapt to a variety of environments are accelerating their evolution into complex, highly interconnected and autonomous systems. Like certain robots, these devices – packed with advanced technologies – are now capable of making decisions in real time, interacting with their ecosystems and constantly acquiring new knowledge.

up 11%  
at constant scope  
and exchange rates

24%  
of total revenue

Edge & Cloud AI revenue totaled €216 million, up 11% at constant scope and exchange rates. Based on historical data, revenue was up 6%, reflecting a negative scope effect linked to the disposal of Dolphin Design SAS activities during the fiscal year.

Demand for **Photonics-SOI** substrates enjoyed strong momentum, fueled by the high level of investment in cloud infrastructure. Photonics-SOI technology is becoming a standard platform for high-speed, high-bandwidth optical interconnections in data centers, adopted in plug-in optical transceivers and used for the deployment of co-packaged optics systems (CPO).

Sales of **FD-SOI** substrates contracted temporarily. FD-SOI technology is a key component of AI-based IoT applications in the industrial and consumer goods fields, thanks to the unique advantages it offers in terms of energy efficiency, performance, thermal management and reliability.

Sales of **Imager-SOI** substrates for 3D imaging applications fell year on year, reflecting the product's expected end-of-life.

## REVENUE BY GEOGRAPHIC AREA <sup>(1)</sup>

	2024-2025	2023-2024	2022-2023
Asia	65%	63%	65%
Europe	27%	29%	20%
United States	8%	8%	15%

## 3.2.3 Gross profit

Gross profit came out at €286 million (32% of revenue) in fiscal year 2024-2025, compared to €332 million (34% of revenue) in fiscal year 2023-2024. The decline in gross profit was mainly due to lower sales volumes, particularly for RF-SOI substrates, which led to the lower utilization of certain plants, combined with an unfavorable mix effect. The unfavorable price effect was limited and was largely offset by more favorable purchase prices.

Compared with fiscal year 2023-2024, gross profit was also impacted by higher depreciation and amortization expense, due in particular to capital expenditure in previous fiscal years. However, this indicator was lifted by higher subsidies, particularly in France, under the Important Project of Common European Interest in Microelectronics and Communication Technologies (IPCEI ME/CT).

(1) The breakdown of revenue by geographic area is based on the delivery locations of the goods shipped by the Group.



### 3.2.4 Operating income

As part of its innovation strategy, the Group invests in R&D to develop future generations of products based on silicon substrates. These products are aimed at all three end-markets, and broaden the product range, reinforcing the Group's diversification and differentiated positioning. The Group also invests part of its R&D in more upstream technologies that could address new markets.

<i>(in € millions)</i>	March 31, 2025	March 31, 2024
<b>Gross R&amp;D costs before capitalization</b>	<b>(152)</b>	<b>(137)</b>
<i>as a % of revenue</i>	<i>17.1%</i>	<i>14.0%</i>
Capitalized development costs	12	31
<b>Gross R&amp;D costs</b>	<b>(140)</b>	<b>(106)</b>
Revenue deducted from gross R&D costs	56	45
<b>Net R&amp;D costs</b>	<b>(85)</b>	<b>(61)</b>

Net R&D costs came to €85 million (9.5% of revenue) in fiscal year 2024-2025, up from €61 million (6.3% of revenue) in fiscal year 2023-2024. The €24 million increase mainly reflects:

- a €15 million (11%) increase in gross costs before capitalization, reflecting the Group's commitment to significantly invest in innovation (mainly personnel costs and partnership agreements);
- a decrease in capitalized development costs (down €19 million versus the previous fiscal year), linked in particular to the stage of development of silicon carbide (SmartSiC™) products;
- partly offset by an increase in subsidies (notably research tax credits and the IPCEI ME/CT program).

As part of a disciplined cost control policy, and despite the inflationary environment, general and administrative expenses were up by just by €3 million to €65 million in fiscal year 2024-2025 (representing 7.3% of revenue), versus €63 million in the prior fiscal year (6.4% of revenue).

The increase in general, commercial and administrative expenses is mainly due to the rise in personnel costs, notably due to the low base effect (one-off favorable items recorded in fiscal year 2023-2024) and to the increase in depreciation and amortization expense as a result of IT investments – particularly in cybersecurity, reflecting the Group's commitment to strengthening IT infrastructure and improving IT security. These effects were partially offset by lower share-based payments and reduced general expenses at Dolphin Design SAS following the disposal of the subsidiary's activities during the fiscal year.

As a consequence, current operating income totaled €136 million (15.2% of revenue) in fiscal year 2024-2025, compared to €208 million (21.3% of revenue) in fiscal year 2023-2024.

Other operating income and expenses amounted to a net expense of €16 million, reflecting the impacts of the disposal of the Dolphin Design SAS activities for €13 million and non-recurring fees related to non-operating items.

Accordingly, operating income was €119 million, down €86 million from €205 million in the prior fiscal year.

### 3.2.5 EBITDA

EBITDA from continuing operations (Electronics) amounted to €298 million for the year ended March 31, 2025 (33.5% of revenue). EBITDA decreased by €34 million, compared to €332 million in the previous fiscal year (34.0% of revenue), due to lower business activity.

The relatively stable EBITDA margin (as a percentage) reflects the decline in current operating income as a percentage of revenue, partly offset by an increase in non-cash items, notably depreciation and amortization expense, as well as the impact of remeasuring inventories.

### 3.2.6 Net profit

Net profit was €92 million in fiscal year 2024-2025, down €86 million from €178 million in the prior fiscal year. This decrease reflects lower operating income and a higher net financial expense, and was partially offset by a lower income tax charge.

Basic earnings per share came out at €2.57 (versus €5.00 in fiscal year 2023-2024). Diluted earnings per share were €2.56 (versus €4.88 in fiscal year 2023-2024).

### 3.2.7 Cash flows and financial position

(in € millions)

2024-2025

2023-2024

<b>EBITDA</b>	<b>298</b>	<b>332</b>
Change in working capital requirement	(79)	(142)
<i>Inventories</i>	(38)	(19)
<i>Trade receivables</i>	(30)	(94)
<i>Trade payables</i>	(15)	(45)
<i>Other receivables and payables</i>	4	17
Income tax paid	(17)	(25)
<b>Net cash generated by operating activities</b>	<b>202</b>	<b>165</b>
<b>Net cash used in investing activities<sup>(1)</sup></b>	<b>(176)</b>	<b>(208)</b>
<b>Net cash used in financing activities</b>	<b>(50)</b>	<b>(33)</b>
Effects of exchange rate fluctuations	4	(3)
<b>Net change in cash</b>	<b>(21)</b>	<b>(80)</b>
Cash and cash equivalents at beginning of the period	708	788
Cash and cash equivalents at end of the period	688	708
<b>Free cash flow<sup>(2)</sup></b>	<b>26</b>	<b>(43)</b>

(1) Net cash used in investing activities is shown net of finance leases for production equipment and financial income from investments. Investments in property, plant and equipment and intangible assets totaled €230 million in fiscal year 2024-2025, versus €276 million for the previous fiscal year.

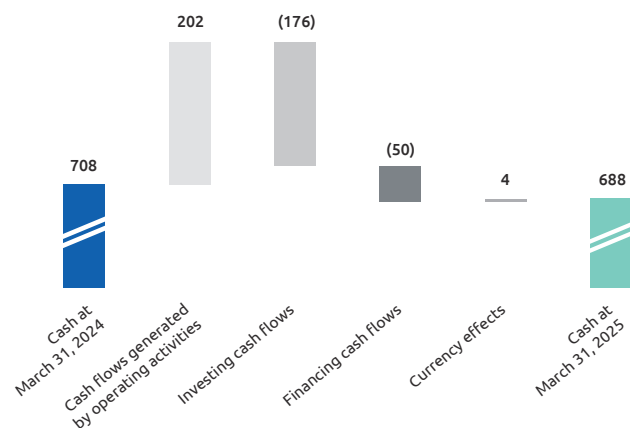
(2) Free cash flow corresponds to all cash flows generated by operating activities, after taking into account cash flows used in investing activities.

#### 3.2.7.1 Cash flows

The Group's available cash amounted to €688 million at March 31, 2025, a decrease of €21 million over fiscal year 2023-2024, including €26 million in positive free cash flow.

#### CHANGE IN THE NET CASH POSITION OVER FISCAL YEAR 2024-2025

(in € millions)



• **Net cash generated by operating activities during the fiscal year amounted to €202 million**, up €36 million from fiscal year 2023-2024. Although EBITDA was down by €34 million, net cash generated by operating activities increased due to:

- a smaller change in working capital requirement (increase of €79 million versus €142 million in fiscal year 2023-2024). This improvement is due to a more moderate increase in trade receivables and reflects the fact that the previous fiscal year included a one-off unfavorable effect relating to prepayments under long-term purchasing agreements;
- a decrease in income tax paid (€17 million versus €25 million in fiscal year 2023-2024).

The increase in working capital requirement remains under control and was mainly attributable to:

- a €38 million increase in inventories, mainly due to deteriorating market conditions and poor visibility, which led to late changes in the product mix by some customers, generating additional raw material inventories at the end of the fiscal year, and to the suspension of some orders even though they had already been produced. These inventories are expected to be consumed over the coming months;
- a €30 million increase in trade receivables in connection with the customer mix;
- an unfavorable impact of €15 million related to the decrease in trade payables.
- **Net cash used in investing activities totaled €176 million for the year ended March 31, 2025**, versus €208 million in the prior fiscal year. **Total capital expenditure for fiscal year 2024-2025 amounted to €230 million**, including capital expenditure financed through leases and excluding financial income. Investments mainly comprised:
  - capital expenditure during the year (as described in section 5.1.3. *Statement of financial position* of the 2024-2025 Universal Registration Document);
  - partially offset by interest received on cash investments (short-term, liquid and low-risk investments that can be accessed at any time without prior notice) during the fiscal year, for €19 million.
- **Net cash used in financing activities totaled €50 million in fiscal year 2024-2025**, versus €33 million in the prior fiscal year, mainly comprising:
  - new loans taken out in the year, including a €42 million bank loan arranged by the Singapore-based subsidiary to finance production equipment (€5 million net of repayments during the year),
  - partially offset by repayments of lease liabilities for €25 million, bank loans for €14 million, drawn down credit lines of the subsidiary Dolphin Design SAS for €4 million, and interest paid for €14 million;
- Overall, the Group's cash position remained fairly stable, at €688 million at March 31, 2025 versus €708 million at March 31, 2024.

### 3.2.7.2 Sources of financing

The Group's primary objective is to have the necessary and sufficient financial resources to fund the growth of its business. As such, it reinvests a substantial portion of its earnings to promote an industrial growth and innovation-focused strategy.

At March 31, 2025, the Group had a satisfactory liquidity position and limited net debt:

- available cash of €688 million;
- net debt (cash and cash equivalents less financial debt) of €94 million at March 31, 2025 (versus €39 million at March 31, 2024).

The Group also has credit lines for a total of €120 million (not drawn down at March 31, 2025).

In addition to cash generated by operating activities, the Group finances its needs through:

- bonds convertible into and/or exchangeable for new and/or existing shares (OCEANE convertible bonds) maturing on October 1, 2025, for a total nominal amount of €325 million. As the probability that these bonds will be converted into shares is currently very low, the Group intends to refinance around two-thirds of the amount using non-dilutive instruments during fiscal year 2025-2026, with the remaining third financed out of available cash;

- government funding from Banque des Territoires (Caisse des Dépôts group). This loan, granted in 2020 under the Programme d'investissements d'avenir (PIA) as part of the Nano 2022 program, has a 12-year term. The last drawdowns were made in fiscal year 2023-2024 for a total amount of €163 million. At March 31, 2025, the amount outstanding on this loan stood at €135 million. The loan has supported both R&D programs and investments in infrastructure projects that will be industrialized for the first time in France;

- finance leases of equipment in France totaling €97 million at March 31, 2025 (additional €31 million in fiscal year 2024-2025);

- bank loans in Singapore with Asia-based banks to finance new production equipment for the site. The loans are repayable between 2025 and 2030 and totaled €104 million at March 31, 2025, including €42 million taken out in the fiscal year;

- subsidies and repayable advances, which are used to finance a portion of R&D and first industrialization costs.

Further information on the financing of the Company and the Group is provided in note 7.13 to the consolidated financial statements (section 6.2.1.2 of the 2024-2025 Universal Registration Document).

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### 3.2.8 Subsequent events

None.

### 3.3 Five-year financial summary

(in € thousands)	March 31, 2025	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2021
Duration of fiscal year (months)	12	12	12	12	12
<b>SHARE CAPITAL AT END OF FISCAL YEAR</b>					
Share capital	71,453	71,425	71,179	70,301	66,730
Number of shares					
• ordinary shares	35,726,462	35,712,302	35,589,417	34,897,013	33,180,921
• preferred shares				253,567	184,302
Maximum number of shares to be issued					
• on conversion of bonds					
• on redemption of subscription rights					
<b>EARNINGS</b>					
Revenue before tax	727,973	757,537	1,037,531	737,317	550,043
Earnings before tax, employee profit-sharing, depreciation, amortization and impairment	135,209	204,778	276,270	182,826	97,701
Income tax	(15,480)	117	15,311	3,578	(1,352)
Employee profit-sharing	128	1,063	3,380	1,367	52
Additions to depreciation, amortization and impairment	108,714	43,706	45,732	30,881	30,314
Net profit	41,847	159,892	211,847	147,001	68,686
Dividends paid					
<b>EARNINGS PER SHARE</b>					
Earnings after tax, employee profit-sharing, but before depreciation, amortization and impairment	4.21	5.70	7.24	5.10	2.98
Earnings after tax, employee profit-sharing, depreciation, amortization and impairment	1.17	4.48	5.95	4.21	2.07
Dividend paid					
<b>PERSONNEL</b>					
Average headcount during the fiscal year	1,549	1,519	1,427	1,350	1,191
Payroll costs	103,680	92,861	90,320	83,610	64,453
<b>Amounts paid in social charges</b>					
(social security and other social agencies)	45,899	40,721	41,417	39,951	36,438



## Corporate governance

### 4.1 Changes in the composition of the Board of Directors and its Committees in fiscal year 2024-2025

Éric Meurice stepped down from the Board when his term expired and was not renewed, in accordance with the wishes he expressed, at the Annual General Meeting of July 23, 2024. At the same meeting, Frédéric Lissalde was appointed as a director for a three-year term.

At the meeting held immediately after the Annual General Meeting, the Board of Directors appointed Christophe Gégout as acting Chair of the Board, and appointed Frédéric Lissalde as Chair of the Strategic Committee and member of the Audit and Risks Committee. At the same meeting, Shuo Zhang was appointed as acting Chair of the Audit and Risks Committee, replacing Christophe Gégout, and Delphine Segura Vaylet was appointed to replace Christophe Gégout as Referent Director on an interim basis.

At the Annual General Meeting, the terms of office as directors of Françoise Chombar, Satoshi Onishi and Shuo Zhang were renewed for a further three years. In addition, the terms of office of the two employee directors, Wissème Allali and Didier Landru, were also renewed for a period of three years, by decision of the CGT and Métallurgie Isère CFE-CGC trade unions and in accordance with Article 12.5 of the Company's by-laws.

At its November 20, 2024 meeting, on the recommendation of the Compensation and Nominations Committee that is responsible for the succession and candidate selection process for directors, the Board of

Directors decided to appoint Frédéric Lissalde as Chair of the Board of Directors with effect from March 1, 2025. Christophe Gégout was relieved of his duties as acting Chair of the Board on that date and resumed his duties as Chair of the Audit and Risks Committee.

On March 26, 2025, based on the joint recommendation of the Compensation and Nominations Committee and the ESG Committee, the Board of Directors decided to make certain changes to the composition of three of its Committees, with effect from March 31, 2025. The primary purpose of these changes was to reduce the number of members of each Committee to five, increase the proportion of independent directors on each Committee, and better take into account the directors' skills and experience when deciding appointments to the Committees.

In addition, after reviewing the Committees' respective roles and responsibilities, notably to take account of the transposition of the European Corporate Sustainability Reporting Directive (CSRD) into French law, the Board of Directors also decided to change the name of the Compensation and Nominations Committee to the "Compensation, Nominations and Board Governance Committee", and to rename the ESG Committee as the "Sustainability Committee".

At the same meeting on March 26, 2025, based on the joint recommendation of the Compensation and Nominations Committee and the ESG Committee, the Board of Directors decided to no longer have a Referent Director in order to simplify the Company's governance.

### 4.2 Composition of the Board of Directors as at March 31, 2025

#### KEY FIGURES FISCAL YEAR 2024-2025

58%

independent members  
(excluding the employee directors)

42%

women  
(excluding the employee directors)



















5

nationalities

54

average age of Board  
members

The table below summarizes the composition of the Board of Directors and its committees as of March 31, 2025 and at the date of this Universal Registration Document:

		Age	Gender	Nationality	No. of Soitec shares held	First appointed	Current term expires	No. of years on the Board	Number of offices held in non-Group listed companies <sup>(1)</sup>	Member of a Board Committee			
										Strategic Committee	Audit and Risks Committee	Compensation, Nominations and Board Governance Committee	Sustainability Committee
Independent directors	 <b>Frédéric Lissalde</b> <i>Chairman of the Board</i>	57	M		1,000	07/23/2024	2027 AGM	1 <sup>(2)</sup>	1	C	•		
	 <b>Françoise Chombar</b>	63	W		100	07/26/2019	2027 AGM	6	2	•	•		
	 <b>Fonds Stratégique de Participations</b> <i>(represented by Laurence Delpy)</i>	54	W		886,507 <sup>(3)</sup>	07/26/2022	2025 AGM <sup>(4)</sup>	3 <sup>(5)</sup>	0	•		•	C
	 <b>Christophe Gégout</b>	49	M		1,500	05/02/2016	2026 AGM	10 <sup>(6)</sup>	0	•	C		•
	 <b>Maude Portigliatti</b>	52	W		100	07/26/2022	2026 AGM	3	0	•			
	 <b>Delphine Segura Vaylet</b>	54	W		100	07/26/2022	2026 AGM	3	0	•		C	•
Directors	 <b>Shuo Zhang</b>	60	W		100	07/26/2019	2027 AGM	6	2	•	•	•	
	 <b>Pierre Barnabé</b> <i>Chief Executive Officer</i>	54	M		1,230	07/26/2022	2026 AGM	3	1	•			
	 <b>Bpifrance Participations</b> <i>(represented by Samuel Dalens)</i>	42	M		4,094,700 <sup>(3)</sup>	07/02/2013	2025 AGM <sup>(4)</sup>	12 <sup>(7)</sup>	2	•	•	•	
	 <b>CEA Investissement</b> <i>(represented by François Jacq)<sup>(8)</sup></i>	59	M		2,571,007 <sup>(3)</sup>	07/26/2022	2025 AGM <sup>(4)</sup>	8 <sup>(9)</sup>	1	•			
	 <b>Satoshi Onishi</b>	62	M		100	07/10/2015	2027 AGM	10	0	•			
Employee director	 <b>Kai Seikku</b>	60	M		2,000	05/06/2019	2025 AGM	6	1	•			•
	 <b>Wissème Allali</b>	41	W		386	01/22/2021	2027 AGM <sup>(10)</sup>	4	0	•			•
	 <b>Didier Landru</b>	53	M		738	01/18/2021	2027 AGM <sup>(10)</sup>	4	0	•		•	

(1) Excluding the directorship held within Soitec. For legal entity directors, the offices mentioned are those of the permanent representatives.

(2) Frédéric Lissalde has been Chair of the Board of Directors since March 1, 2025. He succeeds Christophe Gégout, who was appointed acting Chair after Eric Meurice stepped down from the Board at the Annual General Meeting of July 23, 2024.

(3) Number of shares held by legal entity directors. In accordance with Article 1. d) of the Board of Directors' Internal Regulation, permanent representatives of institutional investors are not required to hold any Soitec shares.

(4) Reappointments to be put to the shareholders' vote at the Annual General Meeting of July 22, 2025.

(5) Laurence Delpy was a member of the Board of Directors in her own name from 2016 to 2022. She has served on the Board as the FSP representative since the FSP became a member of the Board on July 26, 2022.

(6) Christophe Gégout has been a member of the Board of Directors since April 20, 2015, initially as a permanent representative of CEA Investissement, and since May 2, 2016, in his own name.

(7) Bpifrance Participations has been successively represented by Fabienne Demol (from 2013 to April 2015), Thierry Sommelet (from April 2015 to July 2016), Sophie Paquin (from July 2016 to July 2022), and Samuel Dalens (since July 2022).

(8) François Jacq was appointed Chair of France's national space research center, Centre National d'Etudes Spatiales (CNES) on May 23, 2025. The succession process of François Jacq at the Soitec Board of Directors is currently under way.

(9) The current term of CEA Investissement began on July 26, 2022. It was previously a director of the Company from April 20, 2015 to September 23, 2020.

(10) The Métallurgie Isère CFE-CGC trade union has reappointed Didier Landru and the CGT Soitec trade union has reappointed Wissème Allali, both effective from the Annual General Meeting of July 23, 2024.

C Chair of the Committee.

## 4.3 Board of Directors skills matrix

### SKILLS ASSESSMENT CRITERIA

	<b>Executive Management</b>	Significant experience as Chief Executive Officer of a group or a major business unit.
	<b>Finance</b>	Experience as Chief Financial Officer, investor, fund representative or banker.
	<b>Human resources (HR)</b>	Experience as Chief Human Resources Officer.
	<b>International</b>	International experience or experience in a group with a worldwide presence.
	<b>Environment</b>	Experience related to the environment or sustainable development.
	<b>Human capital</b>	Experience in employee relations, inclusion and diversity.
	<b>Governance</b>	Experience as member of the board of directors or supervisory board of a listed or unlisted company.
	<b>Semiconductor industry</b>	Experience in the semiconductor related industry, and knowledge of its competitive environment.
	<b>Tech, Media, Telecoms (TMT)</b>	Experience in or knowledge of tech, media and telecom markets.
	<b>Application domains</b>	Experience or knowledge of the end markets in which the Group operates: mobile communications, automotive and industrial, and smart devices.
	<b>Research and Development (R&amp;D)</b>	Experience in research and development.

04

### SKILLS MATRIX

		Executive Management	Finance	HR	International	Environment	Human capital	Governance	Semiconductor industry	TMT (Tech, Media, Telecoms)	Application domains	R&D
Independent directors	<b>Frédéric Lissalde</b> Chair of the Board of Directors and the Strategic Committee	•			•	•		•			•	•
	<b>Françoise Chombar</b>	•	•		•	•	•	•	•	•	•	
	<b>Fonds Stratégique de Participations</b> (represented by Laurence Delpy) Chair of the Sustainability Committee	•	•		•	•		•		•		
	<b>Christophe Gégout</b> Chair of the Audit and Risks Committee	•	•		•	•	•	•	•	•	•	•
	<b>Maude Portigliatti</b>	•			•	•		•		•	•	•
	<b>Delphine Segura Vaylet</b> Chair of the Compensation, Nominations and Board Governance Committee			•	•		•	•	•		•	•
Directors	<b>Shuo Zhang</b>	•	•		•	•	•	•	•	•	•	
	<b>Pierre Barnabé</b> Chief Executive Officer	•		•	•	•	•	•	•	•		•
	<b>Bpifrance Participations</b> (represented by Samuel Dalens)		•		•	•		•	•	•		
	<b>CEA Investissement</b> (represented by François Jacq)	•	•		•	•	•	•	•	•		•
	<b>Satoshi Onishi</b>	•			•	•		•	•	•		
	<b>Kai Seikku</b>	•	•		•	•	•	•	•	•		
Employee director	<b>Wissème Allali</b>						•	•	•	•		
	<b>Didier Landru</b>						•	•	•	•		•

## 4.4 Independence of the Board of Directors

The table below shows the results of the fiscal year 2024-2025 independence review, conducted during the year, of the members of the Board of Directors (excluding the employee directors, Wissème Allali and Didier Landru, who are not included in this review):

	Criterion 1 – Employee or executive officer within the previous five years	Criterion 2 – Cross- directorships relationship	Criterion 3 – Significant business relationship	Criterion 4 – Family ties	Criterion 5 – Statutory Auditor	Criterion 6 – More than twelve years in office	Criterion 7 – Non- executive officer	Criterion 8 – Major shareholder
<b>Frédéric Lissalde</b> <i>Independent</i>	•	•	•	•	•	•	•	•
<b>Pierre Barnabé</b> <i>Not independent</i>		•	•	•	•	•	•	•
<b>Bpifrance Participations</b> (represented by Samuel Dalens) <sup>(1)</sup> <i>Not independent</i>	•	•		•	•	•	•	
<b>CEA Investissement</b> (represented by François Jacq) <sup>(1)</sup> <i>Not independent</i>	•	•		•	•	•	•	
<b>Françoise Chombar</b> <i>Independent</i>	•	•	•	•	•	•	•	•
<b>Fonds Stratégique de Participations</b> (represented by Laurence Delpy) <i>Independent</i>	•	•	•	•	•	•	•	•
<b>Christophe Gégout</b> <sup>(2)</sup> <i>Independent</i>	•	•	•	•	•	•	•	•
<b>Satoshi Onishi</b> <sup>(1)</sup> <i>Not independent</i>	•	•		•	•	•	•	•
<b>Maude Portigliatti</b> <i>Independent</i>	•	•	•	•	•	•	•	•
<b>Delphine Segura Vaylet</b> <i>Independent</i>	•	•	•	•	•	•	•	•
<b>Kai Seikku</b> <sup>(1)</sup> <i>Not independent</i>	•	•		•	•	•	•	
<b>Shuo Zhang</b> <i>Independent</i>	•	•	•	•	•	•	•	•

In the above table, • indicates that an independence criterion is met.

(1) Directors indicating that they have a potential conflict of interest and having been made aware of the importance of respecting confidentiality rules.

(2) Christophe Gégout, a director who was originally put forward by CEA Investissement but has been a Board member in his own name since 2016, (i) resigned from CEA in September 2018 and has not received any compensation from CEA since that date, and (ii) was in any event employed by CEA, an entity that is independent of CEA Investissement (which is a shareholder of Soitec).

### KEY FIGURES

7

independent members  
of the Board

5

non-independent members  
of the Board

2

employee directors



## 4.5 Attendance of the Board of Directors

Directors' attendance rates at meetings of the Board and its Committees in fiscal year 2024-2025 are set out below:

Name	Attendance at Board of Directors' meetings	Attendance at Strategic Committee meetings	Attendance at Audit and Risks Committee meetings	Attendance at Compensation, Nominations and Board Governance Committee meetings	Attendance at Sustainability Committee meetings
<b>Eric Meurice</b> Chair of the Board of Directors and the Strategic Committee until July 23, 2024	100%	100%	100%	100%	N/A
<b>Christophe Gégout</b> Chair of the Board of Directors from July 23, 2024 to February 28, 2025 Chair of the Audit and Risks Committee until July 23, 2024 and since March 1, 2025	100%	100%	100%	N/A	100%
<b>Frédéric Lissalde<sup>(1)</sup></b> Chair of the Strategic Committee since July 23, 2024 Chair of the Board of Directors since March 1, 2025	100%	67%	33%	N/A	N/A
<b>Pierre Barnabé</b> Chief Executive Officer	100%	100%	N/A	N/A	N/A
<b>Wissème Allali</b> Employee director	100%	100%	N/A	100%	N/A
<b>Bpifrance Participations</b> (represented by Samuel Dalens)	86%	100%	80%	100%	100%
<b>CEA Investissement</b> (represented by François Jacq)	57%	75%	N/A	N/A	N/A
<b>Françoise Chombar</b>	100%	100%	N/A	N/A	100%
<b>Fonds Stratégique de Participations</b> (represented by Laurence Delpy) Chair of the Sustainability Committee	100%	100%	100%	100%	100%
<b>Didier Landru</b> Employee director	100%	100%	100%	N/A	100%
<b>Satoshi Onishi</b>	100%	100%	N/A	N/A	N/A
<b>Maude Portigliatti</b>	43%	25%	N/A	N/A	N/A
<b>Delphine Segura Vaylet</b> Chair of the Compensation, Nominations and Board Governance Committee	86%	75%	N/A	100%	N/A
<b>Kai Seikku</b>	100%	100%	100%	100%	100%
<b>Shuo Zhang</b> Chair of the Audit and Risks Committee from July 23, 2024 to February 28, 2025	86%	100%	100%	100%	N/A
<b>AVERAGE OVERALL PARTICIPATION RATE</b>	<b>90%</b>	<b>89%</b>	<b>91%</b>	<b>100%</b>	<b>100%</b>

(1) The dates of the Board and Committee meetings to be held during fiscal year 2024-2025 were set well in advance. Consequently, Frédéric Lissalde, who joined the Board at the close of the July 23, 2024 Annual General Meeting, was unable to attend all of the meetings due to his agenda already being very full and it being impossible to reschedule certain appointments.

## 4.6 Assessment and work of the Board of Directors

### 4.6.1 Assessment of the Board of Directors

In accordance with the recommendations of the AFEP-MEDEF Code and the Board of Directors' Internal Regulation, Soitec's Board of Directors performs an annual assessment of its composition, organization and functioning, as well as those of its Committees.

The assessment has a number of objectives:

- to review the Board's composition and skills;
- to review the operating methods of the Board and its Committees, including logistical aspects and how they function;
- to ensure that important issues are properly prepared and discussed;
- to assess each member's actual contribution to the Board's work.

The assessment takes the form of individual anonymous questionnaires sent to each Board member and one-on-one interviews, or an evaluation conducted with the assistance of an external consultant at least once every three years.

The results of the assessment are presented and discussed at a Board of Directors' meeting, under the direction of the Compensation, Nominations and Board Governance Committee<sup>(1)</sup>. Recommendations are then made (where appropriate) to improve the Board's functioning, on the basis of the assessment. The results are presented to the shareholders each year in this corporate governance report.

During fiscal year 2023-2024, the Board of Directors entrusted the annual assessment of the Board to an independent external consultant. The assessment was based on one-to-one interviews with each Board member during which the Board's operating procedures were discussed.

The results of the assessment showed that the Board of Directors and its Committees functioned well, and that there had been significant progress since the last assessment carried out by the same firm in 2020. The directors expressed satisfaction with the greater diversity of skills represented on the Board and the increase in the number of independent Board members, the staggering of directors' terms of office, and the form and substance of the Board's governance structure (creation of the ESG Committee, strategy sessions, succession plans, etc.). In addition, relations and communications between Board members and Executive Management were judged to be very positive, in a context where the Board had successfully led the Chief Executive Officer succession process.

Among the areas for improvement identified were the need (i) to strengthen the Board of Directors' and the Strategic Committee's impact on the more strategic issues, (ii) to rebalance the work carried out by the Committees and the Board to enable members to contribute fully to debates, and (iii) to reinforce the composition of the Board of Directors with new skills and experience (end markets, experience of the US market, etc.) with the appointment of a new Board member.

In fiscal year 2024-2025, the assessment exercise was carried out internally based on individual responses to the anonymized questionnaire, under the supervision of the Chair of the Board's Compensation, Nominations and Board Governance Committee and the Chair of the Sustainability Committee<sup>(1)</sup>, who conducted individual interviews. In March 2025, these two Committees<sup>(1)</sup> conducted a detailed review of the self-assessment results before presenting their conclusions to the Board.

The results were largely in line with those of the assessment carried out the previous year by an independent external consultant. They showed that many of the improvements identified in fiscal-year 2023-2024 had already been implemented, and that there was now a solid foundation on which to build a continuous improvement process.

The Board and its Committees work much more collaboratively and interact better with the Executive Committee. These improvements ensured that the management succession was executed seamlessly by the Board, the Strategic Committee and the Audit and Risks Committee. The organization of a first executive session of the Board was also considered very useful to better understand the individual contribution of each member.

The questionnaire's respondents mentioned certain opportunities to further improve the Board of Directors' practices, some of which had already been identified and were being addressed at the time of the assessment exercise. The reorganization of the Board's Committees, the review of their respective roles and responsibilities and the review of the Internal Regulation at the March 26, 2025 Board meeting was concrete evidence of how the recommendations arising from the Board's assessment exercise are being implemented.

Detailed reviews of the Group's strategic priorities and governance have been completed and an off-site strategy session will be organized in fiscal year 2025-2026 to implement some of the recommendations.

Based on these proposals, the Board of Directors has drawn up an action plan for fiscal year 2025-2026.

<sup>(1)</sup> During fiscal-year 2024-2025, the Board's self-assessment was carried out jointly by the Compensation, Nominations and Board Governance Committee and the Sustainability Committee. However, since the March 2025 review of the respective roles and responsibilities of certain Board committees, the Sustainability Committee no longer participates in organizing the self-assessment.

## 4.6.2 Work of the Board of Directors

The Board of Directors shall meet as often as the interest of the Company requires, when convened by the Chair, and at least four times per year.

### KEY FIGURES 2024-2025



Each year, the Board of Directors is required to examine and take decisions on topics that are identical from one fiscal year to another or, of course, on the specific needs of the Company. The Board of Directors met to discuss the following non-exhaustive list of topics:

- a review of the activities of the Board Committees;
- a review of the Group's business and strategy, investment studies and a map of M&A transactions as well as the determination of its strategic directions;
- approval of the budget and investments;
- a review of the multi-year business plan;
- a review of various presentations and market research;
- a review of material contracts;
- approval of the statutory and consolidated annual and interim financial statements and any related reports;
- approval of the Company's published financial forecasts;
- a review of financing;
- a review of the share buyback program and monitoring of the liquidity contract;
- a review of the internal control and risk management mechanism;
- a review of cybersecurity;
- a review of related-party agreements entered into in prior years that remained in force during the year;
- a review of agreements concerning routine transactions and entered into on arm's length terms;
- an analysis of the undertakings, endorsements and guarantees granted by the Company;
- a review of the Company's diversity policy in terms of professional and pay equality;
- determination of the compensation for the corporate officers;
- adoption of free share allocation plans;

- a review of the financial performance conditions applicable to current free performance share plans;
- monitoring the vesting of performance share plans from previous years which had a delivery date during the fiscal year;
- a review of the compensation of Executive Committee members;
- a review of succession plans for corporate officers and the Executive Committee;
- a review of the internal ethical business plan;
- the results of the annual assessment of the composition, organization and functioning of the Board and its Committees;
- a review of the Board of Directors' diversity policy;
- a review of the Internal Regulation of the Board and its Committees;
- a review and monitoring the sustainability policy (including on climate);
- a review of information communicated to the public (including the Universal Registration Document);
- a review of governance recommendations and feedback from *proxy advisors* and investors following governance roadshows;
- decision to call the Annual General Meeting and preparation of the meeting;
- adoption of a budget specifically for the Board of Directors.

### Focus on cybersecurity

Soitec's Board of Directors regularly reviews cybersecurity risks, takes decisions and bases its choices on the advice of the Chief Executive Officer.

As cyber risks continue to evolve in terms of the complexity of the threats, regulations, issues and techniques, the Board of Directors is progressively broadening its scope of action and is considering the adoption of the latest cybersecurity technologies, in order to best respond to the range of cyber threats the organization faces.

Three meetings of the Audit and Risks Committee in fiscal year 2024-2025 were attended by the Group Director of Safety and Cybersecurity and the Director of Information Systems. During these meetings, the Audit and Risks Committee reviewed the assessment of new threats, risk exposure and the nature of these risks in relation to the specific context of the Company and its activities, measured the major risk appetite and, consequently, its impact on the scale of investments, the annual plan, new solutions and responses to deal with them, as well as remediation plans.

During fiscal year 2024-2025, 94% of employees completed the cyber risk awareness and education program and the results were reviewed by the Audit and Risks Committee and the Board of Directors.

Cybersecurity training is one of the criteria set out in the Onyx and Agate 2027 plans.

## 4.7 Composition, mission and work of the Board Committees

For the purpose of carrying out its duties, the Board of Directors is assisted by four Committees.

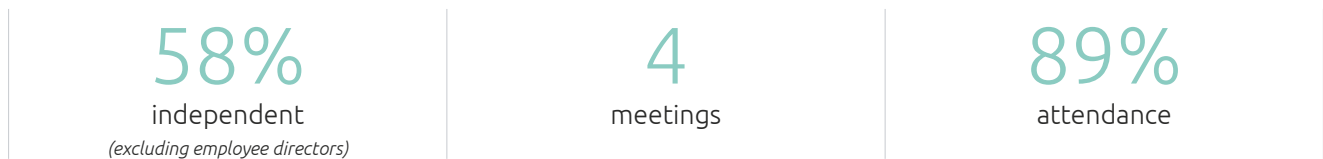
The composition, organization, functioning and specific roles and responsibilities of each of the Committees are set out in the Board of Directors' Internal Regulation. For further information, the Board of Directors' Internal Regulation is available on Soitec's website at [www.soitec.com](http://www.soitec.com).

The Committees have no decision-making power. The opinions, proposals or recommendations that they submit to the Board of Directors are not binding in any way. They carry out their work under the aegis of the Board of Directors, which has sole legal decision-making power and remains collectively responsible for the fulfillment of its duties.

The Board of Directors may decide to create special focus groups devoted solely to reviewing matters of an exceptional nature or specific issues of strategic importance for the Company over a specified period of time.

### 4.7.1 Strategic Committee

#### Key figures 2024-2025



#### Composition of the Committee as of March 31, 2025

The Strategic Committee comprises 14 members, as follows:

Member	Independent	Member	Independent
<b>Frédéric Lissalde</b>	•	<b>Fonds Stratégique de Participations</b>	•
Committee Chair and Chair of the Board of Directors		Represented by Laurence Delpy	
<b>Pierre Barnabé</b>		<b>Christophe Gégout</b>	•
Chief Executive Officer		<b>Didier Landru</b>	N/A
<b>Wissème Allali</b>	N/A	Employee director	
Employee director		<b>Satoshi Onishi</b>	
<b>Bpifrance Participations</b>		<b>Maude Portigliatti</b>	•
Represented by Samuel Dalens		<b>Delphine Segura Vaylet</b>	•
<b>CEA Investissement</b>		<b>Kai Seikku</b>	
Represented by François Jacq		<b>Shuo Zhang</b>	•
<b>Françoise Chombar</b>	•		

It is standard practice for several members of the Executive Committee to attend Strategic Committee meetings and take part in its discussions.

There were no changes in the composition of the Strategic Committee during the fiscal year, apart from the replacement of Eric Meurice by Frédéric Lissalde as member and Chair of the Committee after the Annual General Meeting on July 23, 2024.

#### Role and responsibilities

The role of the Strategic Committee is to assist the Board of Directors in determining and regularly reviewing Soitec's strategy, including scope, business plans, budgets, and potential M&A mapping and opportunities. To this end, the Strategic Committee analyzes the Group's markets, key success factors and areas for growth, clarifies the Group's strategic objectives, and evaluates the merits and consequences of major strategic decisions, based on an analysis of the competitive environment.

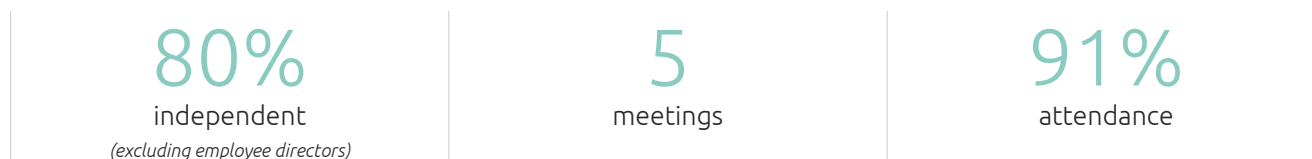
#### Work of the Committee in 2024-2025

During fiscal year 2024-2025, the Strategic Committee worked in particular on the following topics:

- all subjects related to the Group's business, including products, markets and organization;
- potential M&A opportunities;
- material contracts;
- the Company's strategy for the next five years.

## 4.7.2 Audit and Risks Committee

### Key figures 2024-2025



### Composition of the Committee as of March 31, 2025

The Audit and Risks Committee comprises five members, as follows:

Member	Independent	Member	Independent
<b>Christophe Gégout</b> Chair of the Committee	•	<b>Shuo Zhang</b>	•
<b>Frédéric Lissalde</b> Chair of the Board of Directors	•	<b>Bpifrance Participations</b> Represented by Samuel Dalens	
<b>Françoise Chombar</b>	•		

No executive director is a member of the Committee.

Committee members with specific financial expertise are listed in the table in section 4.1.1.6 II.2 of this Universal Registration Document.

### Changes in the composition of the Committee in 2024-2025

At the beginning of the fiscal year, the Committee comprised seven members.

On July 23, 2024, Eric Meurice stepped down from the Board and the Committee, and Frédéric Lissalde was appointed to the Committee.

On the same date, the Committee's Chair, Christophe Gégout, was replaced by Shuo Zhang for the duration of the transition period which ended on March 1, 2025, the date on which Christophe Gégout resumed his duties as Chair of the Committee.

On March 31, 2025, Kai Seikku, Didier Landru and FSP (Laurence Delpy) stepped down from the Committee and Françoise Chombar was appointed as a member.

### Role and responsibilities

The main role of the Audit and Risks Committee is to ensure the accuracy and reliability of the Company's statutory and consolidated financial statements and the quality of the information provided.

It is mainly responsible for monitoring all aspects of the process for preparing accounting and financial information, the effectiveness of internal control and risk management systems, and the performance of the statutory audit of the annual financial statements and the consolidated financial statements and verification of the Statutory Auditors' compliance with independence requirements.

The Audit and Risks Committee also ensures that the Company's sustainability disclosures, including the Sustainability Statement, are complete, accurate and consistent with the information presented in the Company's financial statements. It is also responsible for regularly assessing, in conjunction with the Sustainability Committee, the main non-financial risks and their impact on the Company's activities (including the impact of climate change), and for annually reviewing the Sustainability Auditors' verification of the quantitative performance indicators included in the Sustainability Report.

The Audit and Risks Committee reports on a regular basis to the Board of Directors on the performance of its duties and informs it, without delay, of any difficulties that may arise.

In addition to the Committee's members, the following persons attend and contribute to the Audit and Risks Committee's discussions: the Chief Executive Officer, the Chief Financial Officer, either alone or accompanied

by one or more members of her team, and the Statutory and Sustainability Auditors when there is an agenda item related to their work.

### Work of the Committee in 2024-2025

During the 2024-2025 fiscal year, for the purposes of carrying out its duties, the Committee had the opportunity for regular, independent discussions with the Statutory Auditors.

At each closing of the annual and interim statutory and consolidated financial statements, the Audit and Risks Committee verified the closing process and read the Statutory Auditors' report.

The Committee also examined the off-balance sheet commitments, the accounting options retained for establishing provisions, as well as the risk mapping.

It also reviewed the terms of each of the financial press releases and financial reports published during the year, as well as the financial, accounting and economic items submitted for approval to the Annual General Meeting.

The Committee also examined the report by the Chair of the Board of Directors on corporate governance drafted for fiscal year 2023-2024, in accordance with the provisions of Article L. 225-37 of the French Commercial Code.

In addition to its recurring annual work, the Committee particularly worked on the following topics:

- a review of the risk map presented in the Universal Registration Document;
- a review of topics related to cybersecurity;
- a review of internal control;
- renewal of the share buyback program for the liquidity contract and a review of transactions carried out within this framework;
- a review of the agreements referred to in Article L. 225-39 of the French Commercial Code, in accordance with Article L. 22-10-12 of the French Commercial Code;
- confirmation of the rates of achievement of the financial performance objectives for the free performance share plans which had a delivery date during the fiscal year;
- a review of the Pillar II regulation requirements.

## 4.7.3 Compensation, Nominations and Board Governance Committee

### Key figures 2024-2025

75%

independent  
(excluding employee directors)

6

meetings

100%

attendance

### Composition of the Committee as of March 31, 2025

The Compensation, Nominations and Board Governance Committee currently comprises five members, as follows:

Member	Independent	Member	Independent
<b>Delphine Segura Vaylet</b>	•	<b>Bpifrance Participations</b>	
Chair of the Committee		Represented by Samuel Dalens	
<b>Fonds Stratégique de Participations</b>	•	<b>Didier Landru</b>	N/A
Represented by Laurence Delpy		Employee director	
<b>Shuo Zhang</b>	•		

No executive director is a member of the Committee.

The Chief Executive Officer may be invited to attend Committee meetings, but may not be present when his compensation is being discussed.

It is standard practice for the Chief Human Resources Officer to attend meetings of the Committee.

### Changes in the composition of the Committee in 2024-2025

At the beginning of the fiscal year, the Committee comprised seven members.

On July 23, 2024, Eric Meurice's term of office expired and he stepped down from the Committee without being replaced.

On March 31, 2025, Wissème Allali was replaced by Didier Landru and Kai Seikku left the Committee.

### Role and responsibilities

#### Compensation

- review of the components of compensation paid or payable to the Company's corporate officers and the performance share plans for the Chief Executive Officer and all Group employees;
- review of the financial and sustainability criteria applicable to the Chief Executive Officer's short-term variable compensation;
- review of long-term compensation mechanisms for the Group's corporate officers and employees;
- review of the compensation policy of the Company and the Executive Committee, and formulation of recommendations to the Chief Executive Officer concerning the compensation and benefits of Executive Committee members.

#### Nominations

- examination and formulation of proposals to the Board concerning candidates for the positions of director, executive officer and members and chairs of Board Committees and, to this end, examination of their independence and their skills and experience;
- preparation of succession plans for the Chair of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officers, if any;
- review of the organizational and human capital plans proposed by the Chief Executive Officer, and review of succession and talent management plans;

- participation in the process to smooth the arrival and departure of Executive Committee members, as well as in the short-listing of candidates to be proposed to the Chief Executive Officer for appointment to the Executive Committee.

#### Board governance

- definition and implementation of the Board's diversity policy;
- periodic assessment of Board members' independence and absence of conflicts of interest;
- periodic review of Board operations and balance of powers.
- a review of the Internal Regulation of the Board and its Committees.

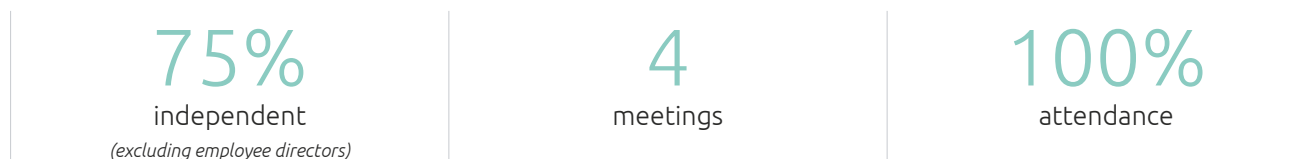
### Work of the Committee in 2024-2025

In addition to its recurring annual work, the Committee particularly worked on the following topics during the fiscal year:

- review of the Company's diversity policy in terms of professional and pay equality;
- review of matters relating to the compensation of corporate officers and Board members (*ex-post* and *ex-ante* votes), including the pay equity ratio;
- review of the succession plan of the Chair of the Board of Directors and the Chief Executive Officer;
- review of the composition of the Board of Directors;
- review of the composition of the Executive Committee and the terms and conditions of departure or appointment of Executive Committee members;
- review of the annual assessment of the composition and functioning of the Board of Directors;
- allocation of free performance shares to the Chief Executive Officer and all Group employees;
- review of the achievement of performance conditions for the free performance share plans which had a delivery date of during the fiscal year;
- review of the financial performance conditions applicable to current free performance share plans.

## 4.7.4 The Sustainability Committee

### Key figures 2024-2025



### Composition of the Committee as of March 31, 2025

The Sustainability Committee currently comprises five members, as follows:

Member	Independent	Member	Independent
<b>Fonds Stratégique de Participations</b>		<b>Kai Seikku</b>	
Represented by Laurence Delpy	•	<b>Wissème Allali</b>	N/A
Chair of the Committee		Employee director	
<b>Christophe Gégout</b>	•		
<b>Delphine Segura Vaylet</b>	•		

No executive director is a member of the Committee.

### Changes in the composition of the Committee in 2024-2025

At the beginning of the year, the Committee comprised six members.

On March 31, 2025, Françoise Chombar and Bpifrance Participations (Samuel Dalens) left the Committee and Delphine Segura Vaylet was appointed as a member. In addition, Didier Landru was replaced by Wissème Allali.

### Role and responsibilities

The role of the Sustainability Committee is to assist the Board in fulfilling its oversight responsibilities in relation to the Group's identification and management of environmental, social and governance (ESG) issues, including but not limited to: environmental sustainability and climate change, greenhouse gas emissions, air and water quality, and ecological impacts; social sustainability, including human rights, well-being, diversity, and inclusion in the workplace; and governance, including business ethics.

The duties of the Sustainability Committee do not include oversight of the audit of the Sustainability Statement, which is overseen by the Audit and Risks Committee.

### Work of the Committee in 2024-2025

During fiscal year 2024-2025, the Sustainability Committee particularly worked on the following:

- a review of the sustainability aspects of the strategic plan;
- a review of the implementation of the ethical business plan;
- a review of new requirements imposed by the CSRD Directive and the double materiality of the Group's risks;
- a review of the annual assessment of the composition and functioning of the Board of Directors, carried out jointly with the Compensation, Nominations and Board Governance Committee;
- a review of governance recommendations and feedback from *proxy advisors* and investors following governance roadshows;
- a review of the Internal Regulation of the Board and its Committees;
- a review of the Board of Directors' diversity policy, carried out jointly with the Compensation, Nominations and Board Governance Committee;
- a review of the independence of Board members, carried out jointly with the Compensation, Nominations and Board Governance Committee.

## 4.7.5 Resources

In order to properly carry out their work, the Committees may call on external independent advisors or experts and may commission independent reviews on matters falling within their remit, at the Company's expense.

When a Committee decides to call on an external expert or advisor, the Chair of the Committee in question informs the Chair of the Board, who allocates the approved annual budget. The Chair of the Committee in question may request additional funds from the Board if necessary, subject to the Committee Chair informing the Board of Directors at its next meeting. In connection with the allocation of this specific budget, the Chair of the Board or the Chair of the Committee determines reasonable fees and acceptable terms of engagement that comply with industry standards.

Lastly, each Committee may contact and meet with the Company's key senior executives after informing the Chief Executive Officer and the Chair of the Board or, if the Board Chair has a conflict of interests, the Referent Director if one has been appointed or the Chair of the Compensation, Nominations and Board Governance Committee. The Committee concerned reports on its discussions to the Board of Directors.



## 4.8 Biographies of the Directors proposed for appointment at the General Meeting



Date of first appointment:  
**July 2, 2013**

Start date of current term:  
**July 26, 2022**

End date of current term:  
**Annual General Meeting called to approve the financial statements for the year ending March 31, 2025**

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French

Business address\*  
**soitec**

Number of shares held by Bpifrance Participations:  
**4,094,700**

Bpifrance Participations' years on the Board: **12**

Attendance rate 2024-2025:  
**92%**

### BPIFRANCE PARTICIPATIONS

- Represented by Samuel Dalens
- Non-independent director

### Committees

**ST** **A** **C**

Bpifrance Participations is a subsidiary of Bpifrance, which invests directly and indirectly through company funds. It is the parent company of Bpifrance Investissement and conducts its business as part of the public interest mission entrusted to Bpifrance.

### OFFICES HELD OUTSIDE SOITEC SA AT MARCH 31, 2025

Member of the Boards of Directors of: Bleckwen (France), Compagnie Daher (France), Cybelangel International SA (Luxembourg), Diot-SIACI TOPCO (France), Doctolib (France), Ekinops\*\* (France), Eutelsat Communications\*\* (France), Eutelsat SA (France), Farinia SA (France), Groupe Grimaud la Corbière (France), H4D (France), Iadvize (France), Innate Pharma SA\*\* (France), JLT Invest (France), Mader (France), Meca Dev (France), Memo Bank (France), Mersen\*\* (France), Nexans\*\* (France), Orange\*\* (France), Paprec (France), Pixium Vision\*\* (France), Quobly (France), Scalify (France), Somos Semiconductor (France), Tinubu Square (France), Valeo\*\* (France), Vantiva\*\* (France), Valneva\*\* (France), Vivescia Industries (France), Ynsect (France).

### SAMUEL DALENS

#### MAIN POSITION OUTSIDE SOITEC SA

Director within the Large Cap team at Bpifrance Investissement (France) since July 2022.

#### PROFESSIONAL EXPERIENCE

Samuel Dalens is a Director at Bpifrance, investing in mid-sized and large companies. Samuel Dalens has 15 years' experience in finance and private equity.

Prior to joining Bpifrance in 2012, Samuel Dalens worked in the French administration, for two years at the Ministry of Foreign Affairs and four years at the Ministry of Finance (at the Budget Office, then at the French Government Shareholding Agency).

Samuel Dalens graduated from the École Polytechnique (France) and École Télécom Paris (France) (he is a Mines engineer).

#### SKILLS

Finance, International, Environment, Governance, Semiconductor industry, TMT

#### ESG SKILLS

Cleantech strategy expertise.

Member of the ESG Committees of Eutelsat Communications\*\*, and Cerba Healthcare as well as STMicroelectronics NV\*\* as financial controller.

ESG is at the heart of Bpifrance's decision-making (due diligence, agreements, investment commitments).

### OFFICES HELD OUTSIDE SOITEC SA AT MARCH 31, 2025

- Permanent representative of Bpifrance Participations, Director of Eutelsat Communications\*\* (France)
- Permanent representative of Bpifrance Participations, Director of Eutelsat (France)
- Financial controller (i.e., observer [*censeur*]) on the Supervisory Board of STMicroelectronics NV\*\* (Netherlands)
- Director of STMicroelectronics Holding NV (Netherlands)
- Director of Chrome Topco (Cerba Healthcare) (France)
- Permanent representative of Bpifrance Investissement, Director of Fives (France)
- Permanent representative of Bpifrance Investissement, Director of Nova Orsay (France)

### OFFICES THAT HAVE EXPIRED IN THE LAST FIVE YEARS

- Permanent representative of Bpifrance Investissement, observer (*censeur*) on the Board of Directors of Gascogne\*\* (France) (March 2023)
- Permanent representative of Bpifrance Investissement, member of the Supervisory Committee of Atis 2 (France) (March 2023)
- Director of Labrador Investment Holdings Limited (United Kingdom) (November 2022)
- Permanent representative of Bpifrance Investissement, Director of Crouzet Group (France) (October 2024)

\* Chemin des Franques – Parc Technologique des Fontaines – 38190 Bernin, France.

\*\* Listed company.





Date of first appointment:  
**April 20, 2015<sup>(2)</sup>**

Start date of current term:  
**July 26, 2022<sup>(2)</sup>**

End date of current term:  
**Annual General Meeting  
called to approve the  
financial statements for the  
year ending March 31, 2025**

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French

Business address\*

**soitec**

Number of shares held by CEA  
Investissement: **2,571,007**

CEA Investissement's years on  
the Board: **8<sup>(2)</sup>**

Attendance rate 2024-2025:  
**64%**

## CEA INVESTISSEMENT

- Represented by François Jacq<sup>(1)</sup>
- Non-independent director

Committees

**ST**

CEA Investissement is a wholly owned subsidiary of CEA, which holds CEA's portfolio of strategic equity investments. CEA Investissement is advised and operated by the asset management company Supernova Invest (authorized by the French financial markets authority [Autorité des marchés financiers – AMF] under no.GP-17000008). Since 1999, CEA Investissement has financed and supported dozens of start-ups, and contributes to CEA's innovation policy, from life sciences to energy, microelectronics, materials, industrial equipment, etc.

### OFFICES HELD OUTSIDE SOITEC SA AT MARCH 31, 2025

Member of the Board of Directors of DFD (France), Sodern (France), M2Care (France)

Member of the Supervisory Board of Kalray\*\* (France)

Observer (*censeur*) on the Board of Directors of Isorg (France), Wormsensing (France)

Observer (*censeur*) on the Strategic Committee of Symbiose (France)

Chair of H2C2 (France)

## FRANÇOIS JACQ<sup>(1)</sup>

### MAIN POSITION OUTSIDE SOITEC SA

Chair and General Manager (*Directeur Général*) of CEA (France) and, as from May 2025, Chair of France's national space research center, Centre National d'Etudes Spatiales (CNES).

### PROFESSIONAL EXPERIENCE

In September 2013, he was appointed as Chair and Chief Executive Officer of IFREMER, the French national institute for marine science and technology. In April 2009, François Jacq joined Météo-France, the French national meteorological service, as Chair and Chief Executive Officer, and Permanent Representative of France with the World Meteorological Organization. Between 2007 and 2009, he was advisor to the Prime Minister for Sustainable Development, Research and Industry. In 2005, he joined the General Directorate for Energy and Raw Materials at the Ministry of Industry as Head of the Directorate for Energy Demand and Energy Markets. In 2000, François Jacq became Chief Executive Officer of the French Agency for Radioactive Waste Management (ANDRA).

From 2018 to 2025, François Jacq served as Chair and General Manager of CEA, before being appointed Chair of France's national space research center, Centre National d'Etudes Spatiales (CNES) in May 2025.

François Jacq studied at the École Polytechnique (France) and École des Mines de Paris (France). He holds a degree in sociology and a PhD in the history of science.

### SKILLS

Executive Management, Finance, International, Environment, Social, Governance, Semiconductor industry, TMT, R&D

### ESG SKILLS

Chair of the Board of Directors and General Manager (*Administrateur Général*) of CEA, with a Climate and Environment Sciences Laboratory (LSCE), an energy decarbonization program, digital sobriety and pilot installations for new decarbonization technologies.

Former Chair and Chief Executive Officer of IFREMER, the French national institute for marine science and technology, and Météo-France (climate services).

Chair of CEA's works council and contribution to negotiations with trade unions.

### OFFICES HELD OUTSIDE SOITEC SA AT MARCH 31, 2025

- Director of Orano\*\* (France)
- Director of the European Association of Research and Technology Organizations (EARTO)

### OFFICES THAT HAVE EXPIRED IN THE LAST FIVE YEARS

- Director of the Supervisory Board of Framatome SA (France) (July 2021)

\* Chemin des Franques – Parc Technologique des Fontaines – 38190 Bernin, France.

\*\* Listed company.

(1) François Jacq was appointed Chair of France's national space research center, Centre National d'Etudes Spatiales (CNES) on May 23, 2025. The succession process of François Jacq at the Soitec Board of Directors is currently under way.

(2) The current term of CEA Investissement began on July 26, 2022. It was previously a director of the Company for five years from April 20, 2015 to September 23, 2020.



Date of first appointment:  
**July 26, 2022**

Start date of current term:  
**July 26, 2022**

End date of current term:  
**Annual General Meeting  
called to approve the  
financial statements for the  
year ending March 31, 2025**

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**French**

Business address\*



Number of shares held by FSP:  
**886,507**

FSP's years on the Board: **3**

Attendance rate 2024-2025:  
**100%**

## FONDS STRATEGIQUE DE PARTICIPATIONS (FSP)

- Represented by Laurence Delpy
- Independent director

## Committees



FSP is an investment company managed by ISALT, an independent management company specifically created to manage FSP's equity interests. The shareholders and directors of FSP comprise seven French insurance companies: BNP Paribas Cardif, CNP Assurances, Crédit Agricole Assurances, Groupama, BPCE Assurances, Société Générale Assurances and Suravenir. FSP provides long-term support to French companies in their growth and transition projects. FSP holds large "strategic" stakes in companies' share capital and participates in their governance structures through membership of their Boards of Directors or Supervisory Boards. FSP holds investments in its portfolio in French companies that are leaders in their fields (see below).

### OFFICES HELD OUTSIDE SOITEC SA AT MARCH 31, 2025

Director of: Seb\*\* (France), Arkema\*\* (France), Eutelsat Communications\*\* (France), Tikehau Capital\*\* (France), Tikehau Capital Advisors (France), Elior Group\*\* (France), Valeo\*\* (France), Believe\*\* (France), Verkor (France)

**LAURENCE DELPY<sup>(1)</sup>**

**MAIN POSITION OUTSIDE SOITEC SA**

Chief Executive Officer of Kinéis (since April 2025).

## PROFESSIONAL EXPERIENCE

From September 2022 to early 2025, Laurence Delpy was President of the video business unit at Eutelsat Group\*\*.

From 2020 to 2022, she was Vice President of the EMEA Service Provider business at Palo Alto Networks, a global leader in cybersecurity, and from 2016 to 2020, she headed Nokia's mobile network business for Asia-Pacific and Japan, where she lived and worked for 25 years.

Laurence Delpy also served as Vice President of Alcatel-Lucent's mobile business in Asia and Deputy Vice President of the network business in China within their joint venture, Alcatel-Lucent Shanghai Bell, from 2012 to 2016.

Previously, she was Vice President and Chief Executive Officer of the GSM product line from 2010 to 2012.

Prior to that, she held several sales positions in Telstra, Alcatel and Alcatel-Alstom in Australia, South Asia and France.

Laurence Delpy graduated from the École supérieure de gestion de Paris (France) and holds a degree in Business Administration. She also holds a certificate in general administration obtained at INSEAD in Singapore.

## SKILLS

Executive Management, Finance, International, Environment, Governance, TMT

## ESG SKILLS

## Implementation of energy-efficient solutions within Eutelsat\*\*

Member of the Club des administrateurs engagés pour la RSE (CSR-committed Directors' Club).

### OFFICES HELD OUTSIDE SOITEC SA AT MARCH 31, 2025

- Chair of the Board of Directors of Fransat (France)

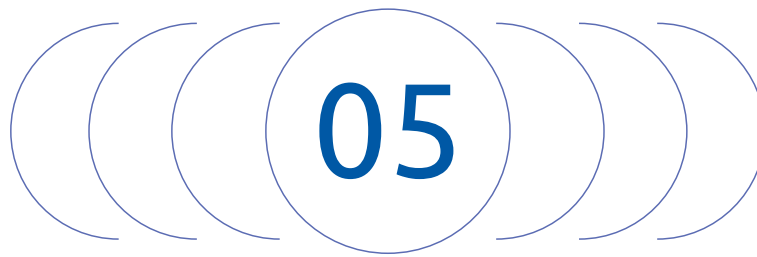
### OFFICES THAT HAVE EXPIRED IN THE LAST FIVE YEARS

N/A

\* *Chemin des Franques – Parc Technologique des Fontaines – 38190 Bernin, France.*

Chemin des Fraix  
Listed company.

(1) Prior to becoming the permanent representative of FSP, Laurence Delpy was an independent director of Soitec from April 11, 2016 to July 22, 2022.



# Compensation

## 5.1 General compensation policies applicable to corporate officers

### 5.1.1 Fundamental principles for determining the compensation policies

When determining the compensation policies for corporate officers, on the recommendation of the Compensation, Nominations and Board Governance Committee, the Board of Directors takes into account the following principles set out in the AFEP-MEDEF Code: comprehensiveness, balance between compensation components, benchmark comparison with practices in similar companies, consistency with the Company's strategy and challenges, clear rules, and proportionality.

The Board also ensures that the compensation policies are in line with Soitec's best interests and in particular the following principles:

- corporate officers' total compensation structure must be in line with the Company's business and sustainability strategy and must be designed to contribute to its long-term success.

The Board seeks to incentivize Executive Management to achieve the highest possible demanding performance objectives based on various Company key success criteria, in order for the Group to achieve profitable, sustainable and lasting growth, and to implement this approach in a consistent way.

The variable component of the Chief Executive Officer's compensation – in the short and long term – makes up the majority of the total compensation, and is set based on clear, quantifiable and demanding performance criteria that are based on the Company's business and sustainability model. The weighting of sustainability-related criteria applicable to variable compensation has been increased since 2022 for both the Chief Executive Officer and the other members of the Executive Committee.

The applicable performance metrics are consistent, with annual and multi-annual assessment periods adapted to the timeframes of each of the objectives set.

For the other members of the Board of Directors (except the Chair, who receives fixed compensation, the Chief Executive Officer, who only receives fixed and variable compensation in relation to his executive duties, and the employee directors, who do not receive any compensation in this capacity), their compensation is based entirely on their attendance at Board meetings;

- the structure of corporate officers' compensation packages must be straightforward and explicit, in order to attract and retain corporate officers while being fair to stakeholders.

The Board of Directors ensures that components of the corporate officers' compensation are clear, straightforward and subject to demanding criteria.

The compensation packages for the Chief Executive Officer and the members of the Executive Committee are made up of fixed and variable compensation, with no deferred compensation mechanisms and no guaranteed minimum amounts of variable compensation in the event of a poor financial performance by the Company.

The compensation packages are set in a global manner, taking into consideration all commitments given by the Company, including indemnities or benefits that are due or could be due for the take-up, termination or change of duties, or subsequent to exercising such duties.

The compensation packages for the corporate officers are set in line with the duties assigned to them and take into account their experience and market practices.

The Board's objective is to define a competitive level of compensation enabling the Company to attract, retain and motivate the best talent. To this end, the Compensation, Nominations and Board Governance Committee regularly examines benchmarking studies carried out by specialized independent firms based on panels of comparable French (CAC Mid 60 adjusted) and European companies<sup>(1)</sup>. The two peer groups below were analyzed in 2024-2025 for the following reasons:

- French companies (CAC Mid 60 adjusted): the most relevant peer group for comparison with Soitec, comprising companies in the French technology and industrial sectors, excluding biotech companies in the start-up phase, companies offering financial services (banking, insurance, private equity), retail companies, real estate companies, consumer goods companies, utilities companies and companies with revenue greater than €6 billion,
- European companies: a reference group comprising companies from the European semiconductor and technology industries, allowing insight into recruitment markets, competitors and investor views. This reference group allows us to carry out a sector-based analysis using European companies to complement the analysis using the panel of French companies.

These panels are reviewed regularly, in order to ensure that they are still relevant. The independent firms concerned may propose changing the companies included in the benchmarking panels if the structure or business of those companies change, or to take into account changes in Soitec's key performance indicators;

<sup>(1)</sup> Companies in the panels for the benchmarking studies performed in 2025:

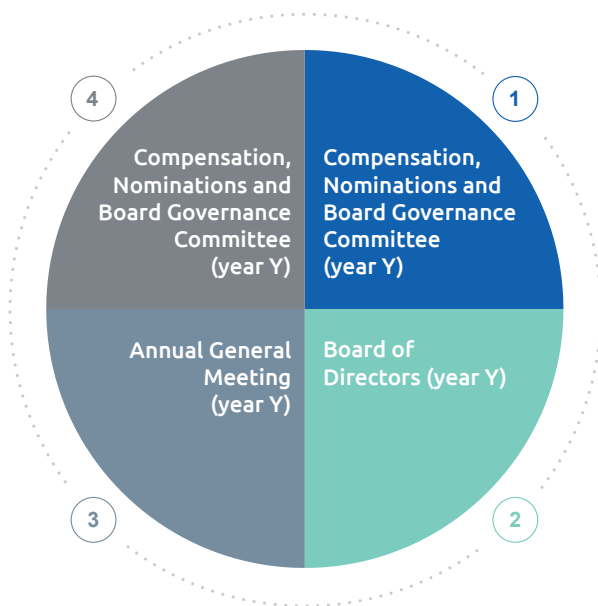
*European companies:* Aixtron SE, AMS-OSRAM, ASM International, AT&S – Austria Technologie & SYS, Barco, BE Semiconductor Industries, Elmos Semiconductor, Eutelsat, Infineon Technologies, Iqee PLC, Jenoptik, Melexis, NCAB Group, Nordic Semiconductor, Siltronic, SMA Solar, STMicroelectronics N.V., Tecan Group, Technoprobe.

*French companies (adjusted CAC Mid 60):* Alten, Argan, Beneteau, BIC, Clariane, Dassault Aviation, Derichebourg, Elixir Group, Elis, Emeis, Eramet, FDJ, ID Logistic Group, Imerys, Ipsen, Ipsos, JC Decaux SA, Maurel et Prom, Mersen, Metropole TV, SES, Sopra Steria Group, TF1, Vallourec, Verallia, Vicat, Virbac, Viridien, Vusion Group.

- the corporate officers' compensation must take into account the compensation and employment conditions of Soitec's employees. The Group's compensation policy aims to give its employees a stake in its long-term growth in a number of different ways. Overall, the compensation packages received by Group employees are in line with market practices and take local contexts into account. Various systems have been, or are being, put in place to reward both collective and individual performance, including free share plans for all Group employees and bonus schemes adapted to local regulations, performance and practices.

The Compensation, Nominations and Board Governance Committee, which includes an employee director and has an independence ratio of 75% including the Chair (excluding the employee director), regularly reviews the Group's salary policy and ensures that the structure of the compensation packages for the Chief Executive Officer and the Chair of the Board of Directors is consistent with that of the Group's other key executives and all employees. The Committee pays close attention to the pay equity ratio, as set out in section 4.2.3.5 of the 2024-2025 Universal Registration Document.

## 5.1.2 Decision-making process for setting, revising and implementing the compensation policies



- 1** Issuance of recommendations concerning:
  - The compensation policies for year Y (including a review of the general structure of compensation, an assessment of compensation levels, and an analysis of the performance conditions applicable to variable compensation).
  - Variable compensation for year Y-1 (assessment of the achievement of the applicable performance criteria).
- 2**
  - Review of the Compensation, Nominations and Board Governance Committee's recommendations.
  - Adoption of related decisions.

The assessment of the quantitative criteria related to financial or stock market indicators is carried out based on the consolidated financial statements as approved by the Board of Directors or on market data. For the other criteria, including strategy-related conditions, this assessment is based on the report of the Compensation, Nominations and Board Governance Committee.
- 3**
  - Ex-ante* vote on the compensation policies for year Y.
  - Ex-post* vote on the compensation and benefits paid during or granted for year Y-1 to (i) all corporate officers and (ii) each individual corporate officer.
- 4** Review of the Annual General Meeting, analysis of the voting results, and analysis of comments made by investors and proxy advisors.

### A. Determining and reviewing the compensation policies

Once a year, the Compensation, Nominations and Board Governance Committee reviews the various components of the compensation of corporate officers. Based on this work, the Board determines the compensation policies to be put to the shareholders' vote at the Annual General Meeting.

In accordance with applicable laws, if the Annual General Meeting does not approve the compensation policies put to vote, compensation will then be determined in accordance with the compensation policies approved by the shareholders for the previous fiscal year or, in the absence of a previously approved compensation policy, in accordance with the compensation granted for the previous fiscal year or, in the absence of compensation granted for the previous fiscal year, in accordance with existing practices within the Company.

Where this is the case, the Board of Directors submits a draft resolution to the next Annual General Meeting, setting out a revised compensation policy and outlining how the shareholders' vote and any opinions expressed at the Annual General Meeting have been taken into account.

No compensation component of any kind whatsoever may be determined, granted or paid by the Company, nor may any commitment relating to any compensation components, including indemnities or benefits that are due

or could be due in respect of the take-up, termination or change of duties, or subsequent to exercising such duties, be entered into by the Company, if it does not comply with the approved compensation policy or, in the absence of such policy, with the compensation packages or practices outlined below. Any payment, allocation or commitment made or entered into in disregard of this principle shall be null and void.

### B. Compensation policy reviews

In accordance with the AFEP-MEDEF Code, corporate officers' fixed compensation is generally only reviewed at relatively long intervals, such as when they are appointed or reappointed. However, the Board may review their fixed compensation prior to their reappointment dates, particularly if there are any significant changes in the corporate officers' scope of responsibility or if their compensation is out of step with that of corporate officers in comparable companies, or to take into account changes in the Group's strategic objectives. In such cases, however, any increases must be moderate and in proportion to pay increases for Soitec's other executives and employees.

Exceptional compensation may be awarded to the executive corporate officer only in very specific circumstances and, as the case may be, has to be justified and explained by the Board of Directors in terms of both the criteria used to determine the award and the amount awarded.

### C. Adjustments and changes to the compensation policies in the event of exceptional circumstances

In accordance with Article L. 22-10-8-III, paragraph 2 of the French Commercial Code, the Board of Directors, based on the opinion of the Compensation, Nominations and Board Governance Committee, can, in exceptional circumstances, depart from the application of the compensation policy (in particular in relation to the performance conditions underlying annual variable compensation and free performance share plans) during a particular year and until the amended compensation policies are approved at the next Annual General Meeting, provided that such departure is temporary, is in the Company's best interests, is necessary to ensure the Company's sustainability or viability and the new criteria adopted are stringent.

For example, exceptional circumstances could arise from a significant change in the corporate officers' scope of responsibility, a major event affecting Soitec's markets and/or competitors (market downturn, pandemic, etc.), a significant change in the Group's scope of consolidation

following a merger, acquisition or disposal, the creation or termination of a significant activity, or a change in accounting policy.

In such a case, any adjustments made to the compensation policies will be published.

### D. Available resources

As part of the process of drawing up the compensation policies, the Compensation, Nominations and Board Governance Committee and the Board of Directors can:

- use the services of reputed specialists, in particular for carrying out relevant benchmarking studies;
- hold meetings with the Chief Human Resources Officer, for example to obtain information about the compensation and employment conditions of the Group's employees;
- hold meetings with *proxy advisors* and investors.

## 5.2 Compensation policies for the Company's corporate officers for fiscal year 2025-2026 (*ex-ante*)

05

### 5.2.1 Compensation policy for the Chair of the Board of Directors (non-executive corporate officer)

In line with the compensation policy approved by the July 23, 2024 Annual General Meeting (12<sup>th</sup> resolution, 99.34% approval) and in compliance with the AFEP-MEDEF Code, the compensation policy for the Chair of the Board of Directors, set by the Board of Directors on the recommendation of the Compensation, Nominations and Board Governance Committee, comprises fixed compensation and does not include any variable or exceptional compensation, performance shares, termination benefits or a non-compete indemnity. It may be paid on a pro rata basis if the term of office is held for only part of the fiscal year.

On the recommendation of the Compensation, Nominations and Board Governance Committee, the Board of Directors also decided that the Chair of the Board of Directors would not receive any compensation in his capacity as a director.

#### A. Fixed compensation

The compensation of the Chair of the Board of Directors is determined based on the fundamental principles described in section 4.2.1.1 of the 2024-2025 Universal Registration Document and in section 5.1.1 of this Notice of Meeting, and the following considerations:

- his experience and skills;
- the duties entrusted to him;
- the competitiveness of his compensation compared to a relevant benchmarking panel.

Ahead of the expiration of Éric Meurice's term of office, a survey carried out in January 2024 of a reference panel composed exclusively of comparable companies<sup>(1)</sup> showed that the fixed compensation of Soitec's Chair of the Board of Directors was below the median fixed compensation of the Chairs of the Boards of French companies.

The Annual General Meeting of July 23, 2024 approved an increase in the annual fixed compensation of the Chair of the Board of Directors to €280,000 (gross) from €230,000 (gross), the amount paid since fiscal year 2019-2020. The new compensation amount positions the Chair of the Board of Directors' compensation closer to the median of the compensation rates for a panel of comparable companies, better reflecting the Chair's responsibilities and, more generally, making the position of Chair of Soitec's Board of Directors more attractive.

This increase in the Chair's annual fixed compensation to €280,000 took effect after the transition period, i.e. as from the appointment of Frédéric Lissalde as Chair of the Board of Directors on March 1, 2025.

#### B. Reimbursement of expenses

The Chair of the Board of Directors is entitled to the reimbursement of any travel expenses incurred in connection with his directorship duties, on presentation of receipts.

#### C. Benefits in kind/Other commitments

The Chair of the Board of Directors does not receive any benefits in kind and has not been given any other commitments.

### 5.2.2 Compensation policy for the non-executive members of the Board of Directors (other than the Chair)

In line with the compensation policy approved by the July 23, 2024 Annual General Meeting (13<sup>th</sup> resolution, approved at 99.45%), the compensation policy for members of the Board of Directors, set by the Board of Directors

on the recommendation of the Compensation, Nominations and Board Governance Committee, comprises fixed compensation granted according to the principles set out below.

<sup>(1)</sup> Companies in the panels for the benchmarking studies performed in 2024:

**European companies:** Aixtron SE, AMS-OSRAM, ASM International, AT&S – Austria Technologie & SYS, Barco, BE Semiconductor Industries, Elmos Semiconductor, Eutelsat, Infineon Technologies, Iqe PLC, Jenoptik, Melexis, NCAB Group, Nordic Semiconductor, Siltronic, SMA Solar, STMicroelectronics NV, Tecan Group, Technoprobe.  
**French companies (adjusted CAC Mid 60):** Alten, Beneteau, BIC, CGG, Clariane, Elixir Group, Elis, Eramet, Euroapi, Eutelsat Commun., GTT, ID Logistic Group, Imerys, Ipsen, Ipsos, JC Decaux SA, Lectra, Mersen, Metropole TV, Orpea, SES, SES Imagotag, Solutions 30 SE, Sopra Steria Group, TF1, Vallourec, Verallia, Virbac, X-FAB.

## A. Principles

The total amount that may be allocated to the Board members as compensation for their work has been set at a gross amount of €820,000 (unchanged since the amount was approved by the July 26, 2022 Annual General Meeting in the 17<sup>th</sup> resolution).

This amount is allocated according to the principles set out below.

## B. Allocation principles

The compensation paid to Board members is adapted to the specific roles and responsibilities of each member and the time they devote to their directorship.

The overall amount of directors' compensation is allocated as follows:

- members of the Board of Directors receive compensation for their directorship duties, except for the Chair of the Board of Directors, the Chief Executive Officer and employee directors;

- the total amount of compensation awarded to each Board member is entirely variable and calculated pro rata to the actual time they have held their directorship during the compensation period concerned;
- regular attendance at meetings of the Board of Directors and the Committees is rewarded: 100% of directors' compensation is prorated to their actual meeting attendance rate for the Board and the Committee(s) of which they are a member;
- participation in meetings via a remote telecommunication system is considered equivalent to physical attendance; and
- no compensation is allocated for participation in a written consultation of the Board of Directors.

Each year, the Board of Directors places on record the aggregate budget and the individual amounts paid as a result of applying the allocation criteria described above.

The maximum amount of the budget for directors' compensation is allocated among the individual directors as follows:

<i>Duties<sup>(1)</sup></i>	<b>Compensation based on a 100% attendance rate for all meetings over the full fiscal year</b>
Seat on the Board of Directors	€46,000 (gross)
Seat on a Committee (excluding restricted meetings) <sup>(1)</sup>	€13,000 (gross) <sup>(1)</sup>
Chair of a Committee <sup>(1)</sup>	€17,000 (gross) <sup>(1)</sup>

*(1) In addition to the amount received by the Board member in question, in their capacity as a member or Chair of the Committee concerned.*

No additional compensation is allocated for the role of Referent Director.

## C. Reimbursement of expenses

Each of the members of the Board of Directors is entitled to the reimbursement of any travel expenses incurred in connection with their directorship duties, on presentation of receipts.

Members of the Board of Directors do not receive any benefits in kind and have not been given any other commitments.

Employee directors have a permanent employment contract with the Company which can be terminated under the terms and conditions provided for by labor law and the applicable collective bargaining agreement, subject to the authorization of the Labor Inspectorate. They therefore receive compensation under their employment contracts, the amount of which is not disclosed for confidentiality reasons.

## D. Benefits in kind/Other commitments

The Board may allocate exceptional compensation to a member of the Board of Directors for a specific assignment commissioned in accordance with the applicable regulations.

## 5.2.3 Compensation policy for the Chief Executive Officer

### A. Determining the compensation policy

The Chief Executive Officer's compensation policy provides for compensation comprising a fixed portion, an annual variable portion, a long-term variable portion and certain commitments and benefits.

In 2024, the Compensation, Nominations and Board Governance Committee initiated a realignment of the Chief Executive Officer's compensation policy, in line with market practices, in order to ensure its competitiveness. This realignment consisted in modifying the weighting of certain components of the Chief Executive Officer's compensation. It did not lead to an increase in the Chief Executive Officer's total compensation. On the contrary, it even slightly reduced the total package at target or at the maximum level of achievement of performance conditions. This modification was approved by a large majority of shareholders (96.78%) at the General Meeting of July 23, 2024.

In 2025, the Compensation, Nominations and Board Governance Committee, with the help of a leading compensation consulting firm, reviewed the Chief Executive Officer's compensation as regards market practices to ensure that it was competitive and attractive. As part of this review, on May 27, 2025, the Board of Directors examined the results of a benchmarking study of the compensation paid to the Chief Executive Officers of a panel of comparable companies<sup>(1)</sup>.

On this occasion, it noted that the compensation of the Chief Executive Officer continues to lag behind that of Chief Executive Officers of comparable companies, and decided to continue the realignment of the Chief Executive Officer's compensation policy.

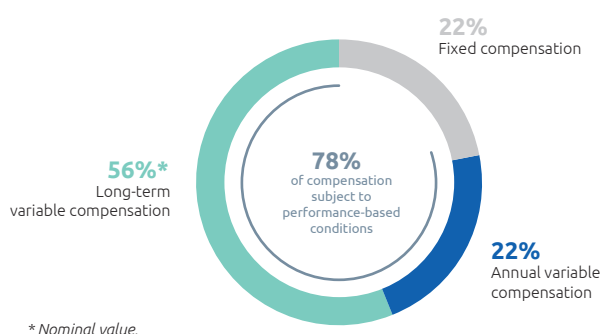
*(1) Companies in the panels for the benchmarking studies performed in 2025:  
European companies: Aixtron SE, AMS-OSRAM, ASM International, AT&S – Austria Technologie & SYS, Barco, BE Semiconductor Industries, Elmos Semiconductor, Eutelsat, Infineon Technologies, Iqee PLC, Jenoptik, Melexis, NCAB Group, Nordic Semiconductor, Siltronic, SMA Solar, STMicroelectronics NV, Tecan Group, Technoprobe;  
French companies (adjusted CAC Mid 60): Alten, Argan, Beneteau, BIC, Clariane, Dassault Aviation, Derichebourg, Elior Group, Elis, Emeis, Eramet, FDJ, ID Logistic Group, Imerys, Ipsen, Ipsos, JC Decaux SA, Maurel et Prom, Mersen, Metropole TV, SES, Sopra Steria Group, TF1, Vallourec, Verallia, Vicat, Virbac, Viridien, Vusion Group.*



This review positioned the fixed compensation received by Soitec's Chief Executive Officer above the first percentile (i.e., above €455 thousand for European companies and €490 thousand for French companies) for fixed compensation received by the Chief Executive Officers of European and French companies, and well below the median fixed compensation received by the Chief Executive Officers of European and French companies (i.e., below €680 thousand for European companies and €710 thousand for French companies). This increase brings the Chief Executive Officer's total recurring target compensation to €2,623.5 thousand, slightly above the median total target compensation received by the Chief Executive Officers of European companies (€2,450 thousand). This difference is explained by the proportion of long-term variable compensation at target.

The structure of the Chief Executive Officer's compensation is as follows:

#### CURRENT STRUCTURE OF COMPENSATION AT TARGET



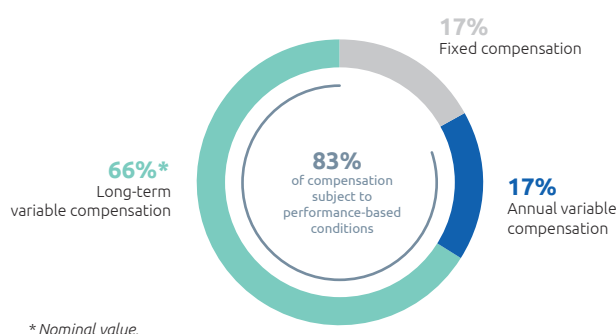
On May 27, 2025, the Board of Directors wished to renew its confidence in the Chief Executive Officer.

Accordingly, on the recommendation of the Compensation, Nominations and Board Governance Committee, the Board of Directors proposes to the next General Meeting to be held on July 22, 2025 an increase in the Chief Executive Officer's fixed compensation to €583,000 compared to €530,000, which would bring his fixed compensation closer to the median.

For information purposes, the average annual compensation of Soitec SA's employees in fiscal years 2022-2023, 2023-2024 and 2024-2025 increased by 14%, 6% and 6% respectively.

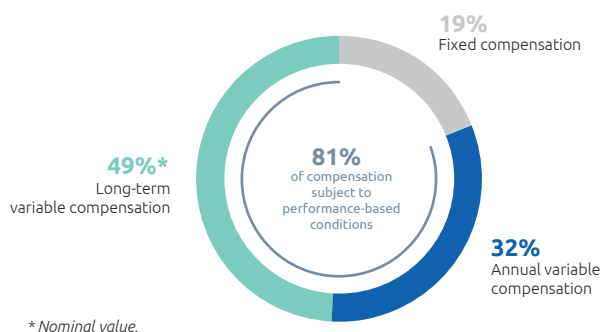
An additional grant of performance shares to the Chief Executive Officer would also be decided in 2025 in order to cover major strategic objectives.

#### PROPOSED STRUCTURE OF 2025-2026 COMPENSATION AT TARGET, SUBJECT TO APPROVAL BY THE ANNUAL GENERAL MEETING

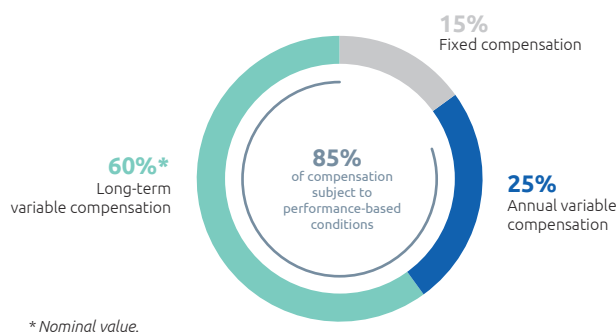


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#### CURRENT STRUCTURE OF MAXIMUM COMPENSATION



#### PROPOSED STRUCTURE OF 2025-2026 MAXIMUM COMPENSATION, SUBJECT TO APPROVAL BY THE ANNUAL GENERAL MEETING



### B. Application of the compensation policy in the event of the appointment of a new Chief Executive Officer or a Deputy Chief Executive Officer

If a new Chief Executive Officer were to be appointed, the principles and criteria provided for in the most recent compensation policy for the Chief Executive Officer approved at the Annual General Meeting would apply to the new Chief Executive Officer.

Based on the recommendation of the Compensation, Nominations and Board Governance Committee, the Board of Directors would then set the various components of the new Chief Executive Officer's compensation, depending on their individual situation and in line with the Company's existing practices. Such compensation components may not exceed the amounts provided for in said compensation policy.

In exceptional circumstances, the Board of Directors may decide to offer a signing bonus to a new executive from outside the Soitec Group. This bonus, which may take various forms, is intended to compensate for the loss of benefits previously received by the new officer in their former position. In accordance with section 26.4 of the AFEP-MEDEF Code, if such a bonus were to be granted, it would be explained and publicly disclosed when it was set, even if its payment is staggered or deferred.

Furthermore, should the case arise, the compensation policy for a Deputy Chief Executive Officer would be determined on the basis of the policy for the Company's Chief Executive Officer, after taking into account the difference in profile, experience and level of responsibility.

## C. Description of the components of the compensation policy for the Chief Executive Officer

The compensation of the Chief Executive Officer comprises the following components:

Component	Duties	Amount/weighting as a % of fixed compensation																																							
<b>Fixed compensation</b>	<p>The amount of fixed compensation is set by the Board of Directors based on the recommendation of the Compensation, Nominations and Board Governance Committee, and corresponds to the skills and experience of the Chief Executive Officer, consideration for the duties and responsibilities inherent to the position, and market practices.</p> <p>As stated in section 4.2.2.3 A <i>Determining the compensation policy</i> of the 2023-2024 Universal Registration Document, following a benchmarking study performed in 2024 on compensation paid to Chief Executive Officers using a panel of comparable companies, which was updated in 2025, the fixed compensation of Soitec's Chief Executive Officer is now situated slightly above the first percentile of the fixed compensation received by the Chief Executive Officers of comparable European and French companies.</p> <p>Following the comparative study of compensation allocated to Chief Executive Officers in 2025 using a panel of comparable companies, the Board noted that the fixed compensation of Soitec's Chief Executive Officer was slightly above the first percentile of fixed compensation received by Chief Executive Officers of European and French companies. In order to adjust the compensation of the Chief Executive Officer, on the occasion of the renewal of the confidence expressed to him by the Board, it is therefore proposed to increase the fixed compensation of the Chief Executive Officer to €583,000, compared to €530,000 (i.e. a 10% increase) which would bring the Chief Executive Officer's fixed compensation closer to the median range of the compensation received by executive corporate officers of comparable companies (see section 5.2.3 A above for details on the panel of companies). These proposals will take effect retroactively from April 1, 2025, subject to the approval at the July 22, 2025 General Meeting of the Chief Executive Officer's compensation policy.</p>	€583,000																																							
<b>Short-term variable compensation</b>	<p>Regarding short-term variable compensation, on the recommendation of the Compensation, Nominations and Board Governance Committee, the Board of Directors decided to broadly maintain the structure and weightings of the compensation policy for the Chief Executive Officer approved by the July 23, 2024 Annual General Meeting (14<sup>th</sup> resolution adopted by a 96.78% majority of the votes cast).</p> <p>However, for fiscal year 2025-2026, concerning the financial objectives, operating cash flow has been replaced by free cash flow, without any change in the objective's weighting. The aim of this change is to use a financial objective that is tracked by the market. Regarding the strategic objectives, the "diversity" criteria contained in the "Human Resources" objective have been transferred to the "diversity" component of the ESG criterion. The weighting of each strategic criterion based on performance at the target level was lowered from 10% to 8% (and from 15% to 12% in the event of overperformance), except for the ESG criterion which is now weighted at 16% for performance at the target level and 24% for overperformance (versus respectively 10% and 15% in the 2024-2025 compensation policy). This change was made to take into account comments by some investors concerning the fact that the "Human Resources" criterion included an ESG component.</p> <table> <tr> <th>Objectives</th><th>Weighting</th><th>Overperformance</th></tr> <tr> <td><b>I. FINANCIAL OBJECTIVES<sup>(1)</sup> of which:</b></td><td><b>60%</b></td><td><b>90%</b></td></tr> <tr> <td>a. Revenue (<i>in US\$</i>)</td><td>a. 20%</td><td>a. 30%</td></tr> <tr> <td>b. EBITDA (<i>as a %</i>)</td><td>b. 20%</td><td>b. 30%</td></tr> <tr> <td>c. Free cash flow (after leasing contracts and interests (IFRS)) (<i>in €</i>)</td><td>c. 20%</td><td>c. 30%</td></tr> <tr> <td><b>II. STRATEGIC OBJECTIVES of which:</b></td><td><b>40%</b></td><td><b>60%</b></td></tr> <tr> <td>a. Innovation (innovation pipeline, patents, research) 1 objective achieved = 50%; 2 objectives achieved = 100%; 3 objectives achieved = 150%</td><td>a. 8%</td><td>a. 12%</td></tr> <tr> <td>b. Commercial challenges for each division 1 objective achieved = 50%; 2 objectives achieved = 100%; 3 objectives achieved = 150%</td><td>b. 8%</td><td>b. 12%</td></tr> <tr> <td>c. Human resources (well-being at work, Executive Committee succession plan, retention) 1 objective achieved = 50%; 2 objectives achieved = 100%; 3 objectives achieved = 150%</td><td>c. 8%</td><td>c. 12%</td></tr> <tr> <td>d. ESG (% of women in senior management positions (4%); talent development (4%), climate change (4%), water (4%))</td><td>d. 16%</td><td>d. 24%</td></tr> <tr> <td><b>SUBTOTAL</b></td><td><b>100%</b></td><td><b>150%</b></td></tr> <tr> <td><b>Criterion for increase in the variable portion (diversification)</b></td><td><b>+10% of the subtotal</b></td><td><b>+10% of the subtotal</b></td></tr> <tr> <td><b>TOTAL</b></td><td><b>110%</b></td><td><b>165%</b></td></tr> </table>	Objectives	Weighting	Overperformance	<b>I. FINANCIAL OBJECTIVES<sup>(1)</sup> of which:</b>	<b>60%</b>	<b>90%</b>	a. Revenue ( <i>in US\$</i> )	a. 20%	a. 30%	b. EBITDA ( <i>as a %</i> )	b. 20%	b. 30%	c. Free cash flow (after leasing contracts and interests (IFRS)) ( <i>in €</i> )	c. 20%	c. 30%	<b>II. STRATEGIC OBJECTIVES of which:</b>	<b>40%</b>	<b>60%</b>	a. Innovation (innovation pipeline, patents, research) 1 objective achieved = 50%; 2 objectives achieved = 100%; 3 objectives achieved = 150%	a. 8%	a. 12%	b. Commercial challenges for each division 1 objective achieved = 50%; 2 objectives achieved = 100%; 3 objectives achieved = 150%	b. 8%	b. 12%	c. Human resources (well-being at work, Executive Committee succession plan, retention) 1 objective achieved = 50%; 2 objectives achieved = 100%; 3 objectives achieved = 150%	c. 8%	c. 12%	d. ESG (% of women in senior management positions (4%); talent development (4%), climate change (4%), water (4%))	d. 16%	d. 24%	<b>SUBTOTAL</b>	<b>100%</b>	<b>150%</b>	<b>Criterion for increase in the variable portion (diversification)</b>	<b>+10% of the subtotal</b>	<b>+10% of the subtotal</b>	<b>TOTAL</b>	<b>110%</b>	<b>165%</b>	<p>Minimum value: 0% of his fixed compensation</p> <p>Target value: 100% of his fixed compensation</p> <p>Maximum value (overperformance + bonus): 165% of his fixed compensation</p>
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(1) Excluding (direct and/or indirect) regulatory, currency, customs and/or tax impacts.



Component	Duties	Amount/weighting as a % of fixed compensation
	<p>In line with the compensation policy for the previous fiscal year:</p> <ul style="list-style-type: none"> <li>• if the target values of the precise performance objectives set by the Board of Directors are achieved, the variable portion will correspond to 100% of fixed compensation;</li> <li>• the Board of Directors has set a target achievement level for each of the financial objectives, which it will disclose in the ex-post say on pay vote for the Chief Executive Officer's compensation package for the next fiscal year and which will entitle the Chief Executive Officer to 100% of the compensation contingent on those criteria;</li> <li>• the strategic criteria cover the Company's main strategic issues, adapting the criteria to the expected roadmap for fiscal year 2025-2026 in the areas of (i) innovation (criteria set based on (a) specific products reaching a certain development stage, (b) collaboration with research labs, and (c) a certain number of patents filed), (ii) commercial objectives (criteria set for each division based on specific qualifications of products by customers and the activation of specific contracts), (iii) human resources (criteria related to well-being, putting in place a succession plan for the Executive Committee and talent retention), and (iv) ESG (quantitative criteria related to (a) water, the climate and gender diversity (with the achievement levels of these criteria explained in the Sustainability Report) and (b) talent development), with the vast majority of the criteria being quantitative;</li> <li>• any overperformance of the target values of the financial and strategic objectives would be taken into account subject to a cap representing 150% of his fixed compensation.</li> </ul> <p>The minimum thresholds triggering entitlement to the variable compensation contingent on each of the objectives, as well as their "target" and maximum thresholds, have been set by the Board of Directors, but are not disclosed for confidentiality reasons.</p> <p>For the Revenue and EBITDA criteria, the minimum threshold triggering entitlement to the variable compensation will be equal to 80% of the target and the maximum trigger threshold will be equal to 107% of the target. For the free cash flow (after leasing contracts and interests (IFRS)) criteria, the minimum threshold triggering entitlement to the variable compensation will be equal to 2024-2025 free cash flow (after leasing contracts and interests (IFRS)) and the maximum trigger threshold will be equal to 129% of the target.</p> <p>Lastly, the policy provides for a 10% increase in the score obtained for financial and strategic objectives in the event of an increase in diversification of the Group's product lines currently on the market (which replaces the multiplier based on the external ESG rating in the 2024-2025 compensation policy). A minimum number of product lines and a minimum amount of revenue per product line have been set by the Board of Directors.</p> <p>Following a benchmarking study performed in 2024 on compensation paid to Chief Executive Officers using a panel of comparable companies (see section 4.2.2.3 <i>A Determining the compensation policy</i> of the 2023-2024 Universal Registration Document), the target short-term variable compensation of Soitec's Chief Executive Officer is in line with that received by the Chief Executive Officers of European and French companies.</p> <p>In accordance with section 26.3.2 of the AFEP-MEDEF Code, the Board of Directors, on the recommendation of the Compensation, Nominations and Board Governance Committee, has defined precise, pre-determined criteria as well as the basis on which the qualitative criteria will be assessed in order to determine the achievement level for each objective. These have not been disclosed in this Universal Registration Document for confidentiality reasons, in particular for the criteria relating to innovation and the commercial challenges for each division.</p> <p>The award of this variable compensation, based on the achievement of each performance criterion, will be the subject of a specific communication at the end of fiscal year 2025-2026, and will also be detailed in the 2025-2026 Universal Registration Document.</p> <p>In application of Article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits in kind paid during or granted for fiscal year 2025-2026 will be subject to approval at the next Annual General Meeting. Short-term variable compensation granted for fiscal year 2025-2026 will not be paid until it has been approved by the shareholders.</p> <p>The compensation policy does not provide for the possibility for any deferred payment or for the Company to require variable compensation to be repaid.</p>	

Component	Duties	Amount/weighting as a % of fixed compensation
Long-term variable compensation	<b>Annual grant of performance shares</b> <p>The Chief Executive Officer's long-term variable compensation corresponds to free performance share allocations.</p> <p>The vesting of the performance shares to be allocated to the Chief Executive Officer (and the Executive Committee members) will be subject to the achievement of demanding performance criteria based on financial and non-financial objectives, assessed over a three-year period, as follows:</p> <ul style="list-style-type: none"> <li>quantitative financial criteria: EBIT (criterion introduced in 2024 to replace EBITDA in order to align with market practices) (20% weighting); revenue (25% weighting) and the Total Shareholder Return (or TSR) of the Company's shares compared to the median TSR of the members of the Europe Total Market Semiconductors index (it being specified that the TSR performance objective will only be met if the TSR is equal to or higher than said median and that the maximum target will correspond to 10% above the median) (30% weighting);</li> <li>quantitative ESG criteria (for 25%): diversity and inclusion, the climate change and water stress roadmap, and employee training in the code of conduct and cybersecurity.</li> </ul> <p>On the recommendation of the Compensation, Nominations and Board Governance Committee, the Board of Directors will assess the achievement of these criteria, and the final number of shares to be delivered at the end of the vesting period.</p> <p>The Board of Directors, on the recommendation of the Compensation, Nominations and Board Governance Committee, has defined precise, pre-determined criteria as well as the precise basis on which the qualitative criteria will be assessed to determine the achievement level for each objective. These have not been disclosed for confidentiality reasons, in particular for revenue and EBIT.</p> <p>In addition, the achievement of the performance criteria relating to such an annual grant will be disclosed in the corporate governance report submitted to the next Annual General Meeting called to approve the payment of this compensation (<i>ex-post</i> vote), pursuant to Article L. 22-10-34, II of the French Commercial Code.</p> <p>The vesting of the performance shares allocated to the Chief Executive Officer is also subject to a pro rata presence condition, i.e., one-third of each allocation is subject to his continued presence per full vesting year. In the event of retirement with a full benefit, the Chief Executive Officer's performance shares will vest on a pro rata basis (where appropriate, the Board of Directors may waive this condition on the basis of a reasoned decision). In the event of dismissal for gross misconduct, the Chief Executive Officer would lose all of the allocated shares. Any notice periods may not be taken into account for the purpose of assessing the applicable presence conditions. In the event of death or disability, the attendance requirement will be deemed to have been fully met.</p> <p>In accordance with the rules governing the performance share allocation plan, no lock-up period will apply at the end of the vesting period. However, the Chief Executive Officer is required to hold a certain number of vested shares in registered form under the plan, for the duration of his term of office. The value of these shares has been set by the Board of Directors at 10% of the Chief Executive Officer's annual fixed compensation at the vesting date.</p> <p>In accordance with section 26.3.3 of the AFEP-MEDEF Code, the Chief Executive Officer has given a formal undertaking not to hedge the risk associated with performance shares until the end of the vesting period and any lock-up periods set by the Board of Directors.</p> <p>For the duration of his term of office; the Chief Executive Officer is also subject to a restriction on the sale of performance shares during the black-out periods preceding the publication of financial statements. In general, the Chief Executive Officer must ensure full compliance with market abuse regulations.</p>	<p>Minimum value: 0%</p> <p>Value granted: 250% of his fixed compensation</p>
	<b>Additional 2025 grant of performance shares</b> <p>An additional free allocation of performance shares for 2025 was decided by the Board of Directors on May 27, 2025 for the benefit of the Chief Executive Officer on the occasion of the renewal of the confidence expressed to him by the Board.</p> <p>The final vesting of the performance shares to be granted to the Chief Executive Officer will be conditional on the achievement of demanding and strategic performance criteria, distinct from the short- and long-term variable compensation criteria and assessed over a three-year period, namely a criterion relating to the execution of an action plan relating to working capital requirements (one-third), a criterion relating to the establishment of a more visible presence in the United States (one-third) and a criterion relating to the definition of a global, optimized and committed organization (one-third). The criteria are mostly quantitative.</p> <p>On the recommendation of the Compensation, Nominations and Board Governance Committee, the Board of Directors will assess the achievement of these criteria, and the final number of shares to be delivered at the end of the vesting period. Details of the assessment of these criteria will be communicated at the time of the relevant Board decision.</p> <p>The Board of Directors, on the recommendation of the Compensation, Nominations and Board Governance Committee, has defined precise, pre-determined criteria as well as the precise basis on which the qualitative criteria will be assessed to ascertain the achievement level for each objective, but they will not be disclosed for confidentiality reasons.</p>	<p>Minimum value: 0%</p> <p>Value granted: 150% of his fixed compensation</p>

Component	Duties	Amount/weighting as a % of fixed compensation
	<p>In addition, the achievement of the performance criteria relating to such an additional grant will be disclosed in the corporate governance report submitted to the next Annual General Meeting called to approve the payment of this compensation (<i>ex-post</i> vote), pursuant to Article L. 22-10-34, II of the French Commercial Code.</p> <p>The vesting of shares granted to the Chief Executive Officer is subject to the same presence and holding conditions applicable to his annual grant (see above).</p> <p>In accordance with section 26.3.3 of the AFEP-MEDEF Code, the Chief Executive Officer has given a formal undertaking not to hedge the risk associated with performance shares until the end of the vesting period and any lock-up periods set by the Board of Directors.</p> <p>For the duration of his term of office; the Chief Executive Officer is also subject to a restriction on the sale of performance shares during the black-out periods preceding the publication of financial statements. In general, the Chief Executive Officer must ensure full compliance with market abuse regulations.</p>	
Commitments given by Soitec in relation to a termination or change of duties	<p>If the Chief Executive Officer leaves the Company, provided certain conditions are met, he may be eligible for an indemnity in lieu of notice, a termination benefit and/or a non-compete indemnity, representing up to 24 months' worth of compensation (fixed and short-term variable compensation) as provided for in the AFEP-MEDEF Code.</p> <p>In the event of a forced departure from the Company (other than for gross negligence or misconduct), Pierre Barnabé would be eligible for certain benefits and indemnities, for which the main terms and conditions are as follows:</p> <ul style="list-style-type: none"> <li>the following situations will not be deemed to be a forced departure (i) if the Chief Executive Officer resigns (unless his resignation is not voluntary), (ii) if his duties in his role within the Group change, (iii) if he is not reappointed as Chief Executive Officer on the expiration of his term of office, or (iv) if it becomes impossible, for legal or regulatory reasons, for him to continue in his role as Chief Executive Officer. Also, in accordance with the AFEP-MEDEF Code, no termination benefit or non-compete indemnity would be due if the Chief Executive Officer had been able to claim his full-rate statutory retirement pension within six months of the termination of his duties;</li> <li>the amounts payable to Pierre Barnabé include the following: <ul style="list-style-type: none"> <li>(i) If the Board of Directors waives all or part of the six-month notice period, <b>an indemnity in lieu of notice</b> for the portion of the notice period unilaterally waived by the Board of Directors. The indemnity for each month waived would equal one-twelfth of Pierre Barnabé's annual compensation, calculated by reference to his annual fixed compensation (gross) on his last day of office and his most recent annual short-term variable compensation (gross) received prior to the termination date of his term of office. It is subject to the overall cap set out below, which applies to the indemnity in lieu of notice and the termination benefit and non-compete indemnity described below;</li> <li>(ii) <b>A termination benefit</b> representing an initial amount of up to 18 months' worth of compensation, calculated by reference to his annual fixed compensation (gross) on his last day of office and his most recent annual short-term variable compensation (gross) received in relation to the performance of his duties prior to the termination date thereof. This initial amount would be reduced if the remaining period between the termination date and the original expiration date of his term of office is less than 18 months (in which case it would correspond to the amount of compensation – calculated in the same way – for the number of months until the original expiration date of his term of office). In other words, the termination benefit will decrease as from January 26, 2025 until it reaches €0 on July 26, 2026. In addition, the termination benefit will only be paid if cumulative EBITDA for the two fiscal years preceding his departure corresponds to at least 75% of the amounts provided for in the budgets for those two years as approved by the Board of Directors. It is subject to the overall cap set out below, which applies to the indemnity in lieu of notice described above, this termination benefit and the non-compete indemnity are described below;</li> <li>(iii) <b>A non-compete indemnity.</b> As consideration for a non-compete clause, Pierre Barnabé will be entitled to an indemnity equal to 50% of his annual fixed compensation (gross) paid during the 12 months preceding the date on which his office is terminated (excluding any bonuses, benefits or additional compensation granted on top of his fixed compensation). This indemnity would be paid monthly over a period of 12 months (which may be extended by the Board of Directors for a further period of up to 12 months). It is subject to the overall cap set out below, which applies to the indemnity in lieu of notice and termination benefit described above and this non-compete indemnity. The Board of Directors may waive the non-compete clause if it deems fit, in which case no financial indemnity would be payable to Pierre Barnabé;</li> </ul> </li> <li>in all circumstances, the combined amount of the indemnity in lieu of notice, termination benefit and non-compete indemnity may not exceed 24 months' worth of Pierre Barnabé's compensation (fixed and short-term variable), in accordance with the recommendations of the AFEP-MEDEF Code. If the aggregate amount of the three indemnities exceeds this cap, the amount of the termination benefit will be reduced so that the non-compete clause (if applied) and the corresponding non-compete indemnity remain in full force.</li> </ul>	N/A

Component	Duties	Amount/weighting as a % of fixed compensation
<b>Benefits in kind</b>	<p>The benefits in kind granted to the Chief Executive Officer include a company car, company accommodation near Soitec's registered office, and unemployment insurance taken out with GSC.</p> <p>He also has the same personal risk insurance and healthcare expense coverage as all the engineers and managerial employees of Soitec's Economic and Social Unit (ESU).</p> <p>In addition, he is provided with the material resources necessary for performing his duties and is entitled, on presentation of receipts, to the reimbursement of travel and other business-related expenses.</p>	<p>Pierre Barnabé's benefits in kind are valued, on average, as follows:</p> <ul style="list-style-type: none"> <li>• company car: €264 per month</li> <li>• company apartment: monthly rent of €1,447</li> <li>• GSC private unemployment insurance: €1,236 per month</li> </ul>
<b>Supplementary pension plan</b>	<p>On January 1, 2024, in accordance with Articles L. 224-23 <i>et seq.</i> of the French Monetary and Financial Code, the supplementary pension rights of all employees of the Soitec ESU were transferred from the "Article 83" defined contribution pension plan in place within the Soitec Group to a PERO mandatory retirement savings plan.</p> <p>The retroactive application of this new plan to the Chief Executive Officer, from April 1, 2024, was approved by the Annual General Meeting of July 23, 2024 (8<sup>th</sup> resolution adopted by a 99.90% majority of the votes cast).</p> <p>Under a PERO mandatory retirement savings plan, the members' entitlements are calculated individually based on the rate of contributions to the plan. The Company's commitment is limited to the payment of its share of the contributions to the insurance company which manages the plan.</p> <p>Entitlements accrue as and when contributions are paid, and remain accrued for plan members even if they resign or are dismissed. On retirement, payments must be made in the form of an annuity.</p> <p>In case of death before retirement, the designated beneficiary receives a capital lump sum. In case of death after retirement, if the reversionary option has been chosen, all or part of the pension is paid to the spouse or to other beneficiaries if the agreement so provides.</p> <p>Contributions to the PERO pension plan are paid in full on an annual basis by the Company at a rate of 3.18% of employees' Tranche A and Tranche B compensation and 4.71% of their Tranche C compensation.</p> <p>These contributions are deductible from the corporate income tax base, subject to the social levy (<i>forfait social</i>) of 16%, and excluded from the social security contribution base up to the higher of the following two values: 5% of the annual social security ceiling (<i>plafond annuel de la sécurité sociale</i> – PASS) or 5% of compensation up to a limit of five PASS.</p> <p>Pierre Barnabé is a beneficiary of this plan in his capacity as Chief Executive Officer under the same conditions as the Company's employees, with contributions based on his compensation up to Tranche C. Pierre Barnabé's entitlements under this new pension plan will not exceed his entitlements under the "Article 83" defined contribution pension plan.</p> <p>He is not a member of any defined benefit supplementary benefit pension plan.</p>	<p>The total basis of the supplementary pension plan for Pierre Barnabé amounted to €372,408 in fiscal year 2024-2025. PERO pension contributions paid by the Company on behalf of Pierre Barnabé amounted to €14,692 for fiscal year 2024-2025, and expenses came to €2,351.</p>
<b>Exceptional compensation</b>	<p>Exceptional compensation may only be paid in very specific circumstances. Any exceptional compensation would have to be justified and explained by the Board of Directors in terms of both (i) the criteria used to determine the award which could not be linked to recurring activities carried out in the normal course of business and (ii) the amount awarded. In all cases, such exceptional compensation would not exceed 100% of the Chief Executive Officer's fixed compensation.</p> <p>In addition, where applicable, the conditions that led to the granting of such exceptional compensation would be disclosed in the corporate governance report submitted to the next Annual General Meeting, which would be asked to approve the payment of such compensation (<i>ex-post</i> vote), pursuant to Article L. 22-10-34, II, of the French Commercial Code.</p> <p>To make it easier to attract a new Chief Executive Officer from outside the Soitec Group, consideration could be given to the payment of a possible signing bonus as described above in section 5.2.3 B of this Notice of Meeting.</p>	<p>Maximum amount: 100% of fixed compensation</p>
<b>Compensation for other corporate offices within the Group</b>	The Chief Executive Officer does not receive any compensation in his capacity as a director of the Company or for any other corporate office held within any entities consolidated by Soitec.	N/A
<b>Compensation paid by a subsidiary</b>	The Chief Executive Officer does not receive any compensation from any entities consolidated by Soitec.	
<b>Other benefits</b>	<p>Soitec may not grant any loans or guarantees to the Chief Executive Officer.</p> <p>In addition, no service agreements may be entered into between the Chief Executive Officer and the Company or any of its subsidiaries that provide for entitlement to benefits.</p>	N/A

## 5.3 Components of compensation paid during or granted for fiscal year 2024-2025 to corporate officers (*ex post*)

### 5.3.1 Components of compensation to the Chief Executive Officer and the Chair of the Board of Directors

This section describes the components of the compensation paid or awarded for fiscal year 2024-2025 to (i) Pierre Barnabé, Chief Executive Officer, (ii) Éric Meurice, Chair of the Board of Directors until the close of the Annual General Meeting on July 23, 2024, (iii) Christophe Gégout, acting Chair of the Board of Directors from the close of the Annual General Meeting on July 23, 2024 until February 28, 2025, and (iv) Frédéric Lissalde, Chair of the Board of Directors since March 1, 2025. In accordance with Article L. 22-10-34, II of the French Commercial Code, they will be submitted for shareholder approval at the July 22, 2025 Annual General Meeting (in the 8<sup>th</sup> to 11<sup>th</sup> resolutions respectively).

#### COMPENSATION PACKAGE FOR FISCAL YEAR 2024-2025 OF PIERRE BARNABÉ, CHIEF EXECUTIVE OFFICER (*gross amounts, in €*) SUBMITTED FOR APPROVAL TO THE ANNUAL GENERAL MEETING OF JULY 22, 2025 (11<sup>TH</sup> RESOLUTION)

Compensation components submitted for shareholder approval	Amounts paid in fiscal year 2024-2025	Amounts granted or valuation of shares allocated for fiscal year 2024-2025	Description
<b>Fixed compensation</b>	€530,000	€530,000	Gross amount before tax. Fixed compensation is in line with the compensation policy for the Chief Executive Officer approved by the shareholders at the July 23, 2024 Annual General Meeting.
<b>Annual variable compensation</b>	€244,992 Amount granted for fiscal year 2023-2024	€318,000 Amount granted for fiscal year 2024-2025 To be submitted for approval at the July 22, 2025 SGM (12 <sup>th</sup> resolution)	<p><b>Annual variable compensation granted and paid for 2023-2024:</b> Based on the recommendation of the Compensation, Nominations and Governance Board Committee, the Board of Directors noted that the achievement rate for the fiscal year 2023-2024 variable compensation objectives was 51.04%, corresponding to a total of €244,992. This compensation was paid to Pierre Barnabé following its approval by the Annual General Meeting of July 23, 2024 (11<sup>th</sup> resolution approved by a 96.50% majority of the votes cast).</p> <p><b>Annual variable compensation granted for 2024-2025:</b> In accordance with the compensation policy approved at the July 23, 2024 Annual General Meeting, the variable portion of Pierre Barnabé's compensation for fiscal year 2024-2025 could have ranged from 0% to 165% of his fixed compensation, i.e., a maximum gross amount of €874,500 for a full fiscal year. If the target values of the objectives set by the Board of Directors were achieved, the variable portion would have corresponded to 100% of his fixed compensation, with the achievement of the budget commitments corresponding to the target amounts of the financial criteria and those of the roadmap corresponding to the target amounts of the strategic criteria. Any overperformance of the target values of the financial objectives could have been taken into account subject to a cap representing 150% of his fixed compensation. Lastly, the amount of Pierre Barnabé's variable compensation could have been increased by a further 10% if an additional strategic objective was achieved, thereby bringing his total variable compensation to 165% of his fixed compensation. The three financial objectives (revenue in USD, EBITDA as a % and operating cash flow in EUR) each had a 20% weighting and therefore together accounted for 60% of all the objectives underlying the variable compensation. Four strategic objectives detailed below accounted for a total of 40%: innovation (innovation pipeline, patents) (10%), commercial challenges for each Division (10%), Human Resources (well-being at work, Executive Committee succession plan, talent development) (10%) and ESG (diversity, climate change, water) (10%). Based on the recommendation of the Compensation, Nominations and Board Governance Committee, the Board of Directors noted an achievement rate of 60% for the objectives, corresponding to an aggregate €318,000. The payment of this compensation is subject to approval of the 11<sup>th</sup> resolution of the Annual General Meeting to be held on July 22, 2025. A breakdown of the achievement rates of the quantitative and qualitative criteria of Pierre Barnabé's variable compensation is presented below (see page 54) as well as in section 4.2.3.1 A. of the 2024-2025 Universal Registration Document.</p>

Compensation components submitted for shareholder approval	Amounts paid in fiscal year 2024-2025	Amounts granted or valuation of shares allocated for fiscal year 2024-2025	Description
Multi-annual cash-settled variable compensation	N/A	N/A	Pierre Barnabé is not eligible for multi-annual variable compensation.
Exceptional compensation	N/A	N/A	Pierre Barnabé is not eligible for exceptional compensation.
Directors' compensation	N/A	N/A	Pierre Barnabé is not eligible for directors' compensation.
Stock options, performance shares or other long-term benefits	N/A	€1,145,885 Valuation of the ordinary performance shares allocated in fiscal year 2024-2025	<p>Pursuant to the authorization granted in the 20<sup>th</sup> resolution of the July 23, 2024 Annual General Meeting, at its meeting on the same day, the Board of Directors decided to allocate Pierre Barnabé 11,460 performance shares, representing approximately 0.03% of the Company's share capital and approximately 8% of allocated shares.</p> <p>The rules governing free performance share allocations do not provide for any lock-up period. However, when allocating the performance shares, the Board of Directors decided that the Chief Executive Officer will be required to hold a certain number of vested shares in registered form for the duration of his term of office. The value of these shares has been set at 10% of the Chief Executive Officer's annual fixed compensation as at the vesting date.</p> <p>In accordance with section 26.3.3 of the AFEP-MEDEF Code, the Chief Executive Officer has formally undertaken not to hedge the risk associated with performance shares until the end of the lock-up period set by the Board of Directors.</p> <p>The performance conditions that have to be met in order for these ordinary performance shares to vest are described in section 4.2.3.1 B of the 2024-2025 Universal Registration Document.</p>
Termination benefit	€0	€0	<p>In the event of the termination of his duties as Chief Executive Officer, Pierre Barnabé could be eligible for a termination benefit, as well as for an indemnity for not working his notice period and a non-compete indemnity.</p> <ul style="list-style-type: none"> <li>The amounts payable to Pierre Barnabé include the following: <ul style="list-style-type: none"> <li>(i) if the Board of Directors waives all or part of the six-month notice period, <b>an indemnity in lieu of notice</b> for the portion of the notice period waived by the Board of Directors;</li> <li>(ii) <b>A termination benefit</b> (excluding gross negligence) representing an initial amount of up to 18 months' worth of compensation, calculated by reference to his annual fixed compensation (gross) on his last day of office and his most recent annual short-term variable compensation (gross) received in relation to the performance of his duties prior to the termination date thereof. This initial amount will be reduced if the remaining period between the termination date and the original expiration date of his term of office is less than 18 months (in which case it will correspond to the amount of compensation – calculated in the same way – for the number of months until the original expiration date of his term of office). In addition, the termination benefit will only be paid if cumulative EBITDA for the two fiscal years preceding his departure corresponds to at least 75% of the amounts provided for in the budgets for those two years.</li> <li>(iii) <b>A non-compete indemnity.</b> As consideration for a non-compete clause, Pierre Barnabé will be entitled to an indemnity equal to 50% of his annual fixed compensation (gross) paid during the 12 months preceding the date on which his office is terminated (excluding any bonuses, benefits or additional compensation granted on top of his fixed compensation). The Board of Directors may waive the non-compete clause if it deems fit, in which case no financial indemnity would be payable to Pierre Barnabé.</li> </ul> </li> <li>In all circumstances, the combined amount of the indemnity in lieu of notice, termination benefit and non-compete indemnity may not exceed 24 months' worth of Pierre Barnabé's compensation (fixed + short-term variable), in accordance with the recommendations of the AFEP-MEDEF Code.</li> </ul> <p>No payments were made in relation to these commitments in fiscal year 2024-2025.</p>

Compensation components submitted for shareholder approval	Amounts paid in fiscal year 2024-2025	Amounts granted or valuation of shares allocated for fiscal year 2024-2025	Description
<b>Supplementary pension plans</b>	€14,692 PERO supplementary pension plan contributions	€14,692 PERO supplementary pension plan contributions	<p>On January 1, 2024, the supplementary pension rights of all employees of the Soitec ESU were transferred from the "Article 83" defined contribution pension plan in place within the Soitec Group to a PERO mandatory retirement savings plan.</p> <p>The retroactive application of this new plan to the Chief Executive Officer from April 1, 2024, was approved by the Annual General Meeting of July 23, 2024 (8<sup>th</sup> resolution, approved by a 99.90% majority of the votes cast).</p> <p>As in the case of the "Article 83" pension plan, contributions to the new PERO pension plan are paid in full by the Company via contributions to compensation Tranches A, B (3.18%) and C (4.71%)<sup>(1)</sup>.</p> <p>These contributions are deductible from the corporate income tax base, subject to the social levy (forfait social) of 16%, and excluded from the social security contribution base up to the higher of the following two values: 5% of the annual social security ceiling (plafond annuel de la sécurité sociale – PASS) or 5% of compensation taken into account up to a limit of five PASS.</p> <p>Pierre Barnabé is a beneficiary of this plan in his capacity as Chief Executive Officer under the same conditions as the Company's employees, with contributions based on his compensation up to Tranche C. Pierre Barnabé's entitlements under this new pension plan will not exceed his entitlements under the "Article 83" defined contribution pension plan.</p> <p>See section 5.2.3 of this Notice of Meeting for the key components of the plan.</p> <p>PERO pension contributions paid by the Company on behalf of Pierre Barnabé amounted to €14,692 for fiscal year 2024-2025, and expenses came to €2,351.</p>
<b>Benefits in kind</b>	€35,209	€35,209	Benefits in kind include the use of a company car and company accommodation provided to Pierre Barnabé, as well as the contributions paid for the private unemployment insurance taken out with GSC.

(1) In comparison, the cost of the plan was also 100% by the Company via contributions to compensation Tranches A, B and C (3.07%, 3.43% and 4.71% respectively).



**ASSESSMENT OF THE ACHIEVEMENT LEVELS OF THE PERFORMANCE CONDITIONS UNDERLYING THE ANNUAL VARIABLE COMPENSATION FOR PAUL BARNABÉ, CHIEF EXECUTIVE OFFICER, FOR FISCAL YEAR 2024-2025**

Type of objective	Description	Weighting	Maximum % in case of over-performance	% achieved
<b>I. FINANCIAL OBJECTIVES</b>	<b>Level of revenue</b> (in US\$ thousands) <i>Revenue for fiscal year 2024-2025 amounted to US\$964 million, i.e., 80% of the targeted amount (below the minimum target of US\$1,050 million for the criterion)</i>	20%	30%	0%
	<b>Level of consolidated EBITDA</b> (as a % of revenue in € at constant exchange rates) <i>The level of consolidated EBITDA for fiscal year 2024-2025 amounted to 33.5%, i.e., 91% of the targeted amount (below the minimum target of 34% for the criterion)</i>	20%	30%	0%
	<b>Level of operating cash</b> (in € millions) <i>Operating cash for fiscal year 2024-2025 amounted to €190 million, i.e., 60% of the targeted amount (below the minimum target of €200 million for the criterion)</i>	20%	30%	0%
<b>II. STRATEGIC OBJECTIVES</b>	<b>Innovation<sup>(1)</sup></b> • New product innovation • Number of patents filed • Send prototypes to customers and launch incubators <u>Criterion:</u> 1 objective met = 50%; 2 objectives met = 100%; 3 objectives met = 150% <u>Result:</u> 150% All three objectives were met (the "Number of patents filed" objective was exceeded).	10%	15%	15%
	<b>Commercial challenges for each division<sup>(1)</sup></b> • Smart Devices: Cooperation agreement signed with a consortium • Communication: New POI customer and segment share • Automotive: Number of customers in the qualification phase achieved <u>Criterion:</u> 1 objective met = 50%; 2 objectives met = 100%; 3 objectives met = 150% <u>Result:</u> 150% All three objectives were met.	10%	15%	15%
	<b>Human Resources</b> • Well-being: roll-out of the annual employee engagement survey (Voice of Employees – VoE) engagement survey worldwide and implementation of 50% of action plans in fiscal year 2024-2025 • Executive Committee succession plan: updated succession plan • Talent development: 50% of succession plans for Executive Committee members in fiscal year Y-1 include at least one woman <u>Criterion:</u> 1 objective met = 50%; 2 objectives met = 100%; 3 objectives met = 150% <u>Result:</u> 150% All three objectives were achieved (the "Talent development" objective was exceeded).	10%	15%	15%
	<b>ESG</b> • Climate: Reduce Scope 1 and 2 carbon emissions in calendar year 2024: min. threshold (50%): 22,000 tCO <sub>2</sub> eq/max. threshold (150%): 18,000 tCO <sub>2</sub> eq. • Water: Reduce water withdrawals per sq.cm.: min. threshold (50%): 0.95l/sq.m./max. threshold (150%): 0.90l/sq.m. • Diversity: Increase the proportion of women in senior management (JG ≥150): threshold to be reached (100%): 24%/max. threshold (150%): 25% <u>Result:</u> Climate: 15,943 tCO <sub>2</sub> eq. (150%) as stated in section 3.3.1.4 of the 2024-2025 Universal Registration Document Water: 0.83 l/sq.m. (150%) as stated in section 3.3.3.6 of the 2024-2025 Universal Registration Document Diversity: 25.8% (150%) as stated in section 3.4.1.4.3 the 2024-2025 Universal Registration Document	10%	15%	15%
<b>Subtotal</b>		<b>100%</b>	<b>150%</b>	<b>60%</b>
<b>Criterion for increase in variable portion</b>	<b>Improvement in the ESG rating assigned by MSCI</b> <i>A in May 2025, vs. A in May 2024</i>	10% increase of the subtotal	10% increase of the subtotal	0%
<b>TOTAL VARIABLE PORTION DUE FOR FISCAL YEAR 2024-2025</b>				<b>60%</b>

(1) For confidentiality reasons, a breakdown of the objectives set by the Board is not disclosed.



**COMPONENTS OF THE FISCAL YEAR 2024-2025 COMPENSATION OF ÉRIC MEURICE AS CHAIR OF THE BOARD OF DIRECTORS FOR THE PERIOD TO THE CLOSE OF THE ANNUAL GENERAL MEETING OF JULY 23, 2024 (gross amounts, in €) TO BE SUBMITTED FOR SHAREHOLDER APPROVAL AT THE JULY 22, 2025 ANNUAL GENERAL MEETING (8<sup>TH</sup> RESOLUTION)**

Compensation components submitted for shareholder approval	Amounts paid in fiscal year 2024-2025	Amounts granted for fiscal year 2024-2025 or accounting value	Description
<b>Fixed compensation</b>	€71,720	€71,720	Gross amount before tax. Annual fixed compensation of €230,000 calculated pro rata for the period served from April 1, 2024 to July 23, 2024.
<b>Annual variable compensation</b>	N/A	N/A	Éric Meurice did not receive any annual variable compensation.
<b>Multi-annual variable compensation</b>	N/A	N/A	Éric Meurice did not receive any multi-annual variable compensation.
<b>Exceptional compensation</b>	N/A	N/A	Éric Meurice did not receive any exceptional compensation.
<b>Stock options, performance shares or other long-term benefits</b>	N/A	N/A	Éric Meurice did not receive any stock options, performance shares or other long-term benefits.
<b>Directors' compensation</b>	N/A	N/A	Éric Meurice was not eligible for directors' compensation.
<b>Benefits in kind</b>	N/A	N/A	Éric Meurice was not eligible for benefits in kind.
<b>Termination benefit</b>	N/A	N/A	Éric Meurice was not eligible for a termination benefit.
<b>Supplementary pension plans</b>	N/A	N/A	Éric Meurice was not a member of any supplementary pension plan.

On March 27, 2024, the Company signed a service agreement with Eric Meurice, which came into effect on September 1, 2024, after he had stepped down from the Board of Directors, and which expired on February 28, 2025. This agreement, which was subject to the approval procedure for related-party agreements, is presented in section 4.3.1.2 *Related-party Agreements* of the 2024-2025 Universal Registration Document. The Company paid €60,000 (excl. VAT) to Eric Meurice under this service agreement.

**COMPONENTS OF THE FISCAL YEAR 2024-2025 COMPENSATION OF CHRISTOPHE GÉGOUT, CHAIR OF THE BOARD OF DIRECTORS FROM THE CLOSE OF THE JULY 23, 2024 ANNUAL GENERAL MEETING TO FEBRUARY 28, 2025 (gross amounts, in €), TO BE SUBMITTED FOR SHAREHOLDER APPROVAL AT THE JULY 22, 2025 ANNUAL GENERAL MEETING (9<sup>TH</sup> RESOLUTION)**

Compensation components submitted for shareholder approval	Amounts paid in fiscal year 2024-2025	Amounts granted for fiscal year 2024-2025 or accounting value	Description
<b>Fixed compensation</b>	€139,731	€139,731	Gross amount before tax. Annual fixed compensation of €230,000 calculated pro rata for the period served from July 23, 2024 to February 28, 2025.
<b>Annual variable compensation</b>	N/A	N/A	Christophe Gégout did not receive any annual variable compensation.
<b>Multi-annual variable compensation</b>	N/A	N/A	Christophe Gégout did not receive any multi-annual variable compensation.
<b>Exceptional compensation</b>	N/A	N/A	Christophe Gégout did not receive any exceptional compensation.
<b>Stock options, performance shares or other long-term benefits</b>	N/A	N/A	Christophe Gégout did not receive any stock options, performance shares or other long-term benefits.
<b>Directors' compensation</b>	€40,520	€40,520	The Chair of the Board of Directors is not eligible for directors' compensation. However, from April 1, 2024 to July 23, 2024 and from March 1 to March 31, 2025, Christophe Gégout did not serve as Chair of the Board and was entitled to directors' compensation for these periods (see section 4.2.3.6 of the 2024-2025 Universal Registration Document as well as section 5.3.2 of this Notice of Meeting).
<b>Benefits in kind</b>	N/A	N/A	Christophe Gégout did not receive any benefits in kind.
<b>Termination benefit</b>	N/A	N/A	Christophe Gégout was not eligible for a termination benefit.
<b>Supplementary pension plans</b>	N/A	N/A	Christophe Gégout was not a member of any supplementary pension plan.

**COMPONENTS OF THE FISCAL YEAR 2024-2025 COMPENSATION OF FRÉDÉRIC LISSALDE,  
CHAIR OF THE BOARD OF DIRECTORS SINCE MARCH 1, 2025 (gross amounts, in €)  
TO BE SUBMITTED FOR SHAREHOLDER APPROVAL AT THE JULY 22, 2025 ANNUAL GENERAL MEETING (10<sup>TH</sup> RESOLUTION)**

Compensation components submitted for shareholder approval	Amounts paid in fiscal year 2024-2025	Amounts granted for fiscal year 2024-2025 or accounting value	Description
<b>Fixed compensation</b>	€23,333	€23,333	Gross amount before tax. Annual fixed compensation of €280,000 calculated pro rata for the period served from March 1 to March 31, 2025.
<b>Annual variable compensation</b>	N/A	N/A	Frédéric Lissalde does not receive any annual variable compensation.
<b>Multi-annual variable compensation</b>	N/A	N/A	Frédéric Lissalde does not receive any multi-annual variable compensation.
<b>Exceptional compensation</b>	N/A	N/A	Frédéric Lissalde does not receive any exceptional compensation.
<b>Stock options, performance shares or other long-term benefits</b>	N/A	N/A	Frédéric Lissalde does not receive any stock options, performance shares or other long-term benefits.
<b>Directors' compensation</b>	€36,934	€36,934	The Chair of the Board of Directors is not eligible for directors' compensation. However, from July 23, 2024 to February 28, 2025, Frédéric Lissalde did not serve as Chair of the Board and was entitled to directors' compensation for that period (see section 4.2.3.6 of the 2024-2025 Universal Registration Document as well as section 5.3 of this Notice of Meeting).
<b>Benefits in kind</b>	N/A	N/A	Frédéric Lissalde is not eligible for benefits in kind.
<b>Termination benefit</b>	N/A	N/A	Frédéric Lissalde is not eligible for a termination benefit.
<b>Supplementary pension plans</b>	N/A	N/A	Frédéric Lissalde is not a member of any supplementary pension plan.

### 5.3.2 Compensation of members of the Board of Directors, excluding the Chair of the Board and the Chief Executive Officer (fiscal year 2024-2025)

The components of the compensation of members of the Board of Directors granted for fiscal year 2024-2025 presented below were set by the Board of Directors on May 27, 2025, based on the recommendation of the Compensation, Nominations and Board Governance Committee, in application of the compensation policy approved in the 13<sup>th</sup> resolution of the July 23, 2024 Annual General Meeting (99.45% approval).

In accordance with the rules governing the compensation of members of the Board of Directors, the total annual compensation granted to the members of the Board in the current fiscal year for their directorship duties was €737,178 compared with €808,768 for the previous fiscal year.

In accordance with the compensation policy for members of the Board of Directors, 100% of their compensation is allocated in proportion to their actual attendance at meetings of the Board and the Committee(s) of

which they are a member. Participation in meetings via a means of telecommunication (conference call or video conferencing) is considered equivalent to physical attendance.

Travel costs incurred by the directors in connection with their directorship duties are reimbursed by the Company on presentation of receipts.

The compensation paid or granted to the members of the Board of Directors (excluding the Chief Executive Officer and the Chairman, who receive no compensation in their capacity as Board members) is presented in the table below and is fully proportional to the members' attendance at meetings of the Board and the Committees of which they are a member. Information on the attendance of members of the Board of Directors is presented in section 4.5 of this Notice of Meeting.

**TABLE 3 (BASED ON THE TEMPLATE IN THE AFEP-MEDEF CODE AND THE TEMPLATE IN AMF POSITION-RECOMMENDATION 2021-02) – COMPENSATION RECEIVED BY NON-EXECUTIVE DIRECTORS (in €)**

Members of the Board	Fiscal year 2024-2025		Fiscal year 2023-2024	
	Amount granted	Amount paid	Amount granted	Amount paid
<b>Wissème Allali<sup>(1)</sup></b>				
Compensation for duties as a member of the Board of Directors and Board Committee(s)	N/A	N/A	N/A	N/A
Other compensation	-	-	-	-
<b>Bpifrance Participations (represented by Samuel Dalens)</b>				
Variable compensation for duties as a member of the Board of Directors and Board Committee(s)	88,827	98,000	98,000	66,482 <sup>(2)</sup>
Other compensation	-	-	-	-
<b>Bpifrance Participations (represented by Sophie Paquin)</b>				
Variable compensation for duties as a member of the Board of Directors and Board Committee(s)	N/A	N/A	N/A	17,743 <sup>(2)</sup>
Other compensation	-	-	-	-

Members of the Board	Fiscal year 2024-2025		Fiscal year 2023-2024	
	Amount granted	Amount paid	Amount granted	Amount paid
<b>CEA Investissement (represented by François Jacq)</b>				
Variable compensation for duties as a member of the Board of Directors and Board Committee(s)	36,034	44,250	44,250	24,741 <sup>(2)</sup>
Other compensation	-	-	-	-
<b>Françoise Chombar</b>				
Variable compensation for duties as a member of the Board of Directors and Board Committee(s)	72,000	72,000	72,000	64,336
Other compensation	-	-	-	-
<b>Laurence Delpy</b>				
Variable compensation for duties as a member of the Board of Directors and Board Committee(s)	N/A	N/A	N/A	32,450 <sup>(2)</sup>
Other compensation	-	-	-	-
<b>Fonds Stratégique de Participations (represented by Laurence Delpy)</b>				
Variable compensation for duties as a member of the Board of Directors and Board Committee(s)	115,000	115,000	115,000	82,550 <sup>(2)</sup>
Other compensation	-	-	-	-
<b>Christophe Gégout</b>				
Variable compensation for duties as a member of the Board of Directors and Board Committee(s)	40,520	102,000	102,000	95,447
Other compensation	-	-	-	-
<b>Didier Landru<sup>(1)</sup></b>				
Variable compensation for duties as a member of the Board of Directors and Board Committee(s)	N/A	N/A	N/A	N/A
Other compensation	-	-	-	-
<b>Frédéric Lissalde</b>				
Compensation for duties as a member of the Board of Directors and Board Committee(s)	36,934			
Other compensation	-			
<b>Satoshi Onishi</b>				
Variable compensation for duties as a member of the Board of Directors and Board Committee(s)	59,000	59,000	59,000	65,553
Other compensation	-	-	-	-
<b>Guillemette Picard</b>				
Variable compensation for duties as a member of the Board of Directors and Board Committee(s)	N/A	N/A	N/A	15,086 <sup>(2)</sup>
Other compensation	-	-	-	-
<b>Maude Portigliatti</b>				
Variable compensation for duties as a member of the Board of Directors and Board Committee(s)	22,966	50,000	50,000	31,017 <sup>(2)</sup>
Other compensation	-	-	-	-
<b>Delphine Segura Vaylet</b>				
Variable compensation for duties as a member of the Board of Directors and Board Committee(s)	79,177	89,000	89,000	58,002 <sup>(2)</sup>
Other compensation	-	-	-	-
<b>Kai Seikku</b>				
Variable compensation for duties as a member of the Board of Directors and Board Committee(s)	98,000	94,518	94,518	91,429
Other compensation	-	-	-	-
<b>Qingyu (Jeffrey) Wang</b>				
Variable compensation for duties as a member of the Board of Directors and Board Committee(s)	N/A	N/A	N/A	22,882 <sup>(2)</sup>
Other compensation	-	-	-	-
<b>Shuo Zhang</b>				
Variable compensation for duties as a member of the Board of Directors and Board Committee(s)	88,720	85,000	85,000	85,000
Other compensation	-	-	-	-
<b>TOTAL<sup>(3)</sup></b>	<b>737,178</b>	<b>808,768</b>	<b>808,768</b>	<b>752,718</b>

(1) In accordance with the compensation policy for the members of the Board of Directors approved at the July 23, 2024 Annual General Meeting, the two employee directors receive no compensation in their capacity as members of the Board of Directors. They receive compensation under their employment contracts, which is not disclosed for confidentiality reasons.

(2) Pro rata amount. At the July 26, 2022 Annual General Meeting, the shareholders appointed the following new members: CEA Investissement, represented by François Jacq, Fonds Stratégique de Participations, represented by Laurence Delpy, Delphine Segura Vaylet and Maude Portigliatti. In addition, at the July 26, 2022 Annual General Meeting, Bpifrance Participations was reappointed and is now represented by Samuel Dalens, who replaced Sophie Paquin. The terms of office of Laurence Delpy, Guillemette Picard and Qingyu (Jeffrey) Wang expired at the close of the July 26, 2022 Annual General Meeting and were not renewed.

(3) The compensation of the Chair of the Board of Directors is not included in the budget for the compensation of the Board of Directors. It is not included in the total amount granted. As a reminder, the Chief Executive Officer does not receive any compensation in his capacity as a director.



# Report of the Board of Directors on the resolutions submitted to the Annual General Meeting

## 6.1 Resolutions within the competence of the Ordinary General Meeting

### Resolutions no. 1 to 3

#### Approval of the financial statements and appropriation of net profit

In the 1<sup>st</sup> to 3<sup>rd</sup> resolutions, the shareholders are invited to:

- approve the statutory financial statements for the fiscal year ended March 31, 2025, which show net profit of €41,847,411.20 (versus net profit of €159,892,381.81 in fiscal year 2023-2024), the overall amount of non-deductible expenses and charges subject to corporate income tax, representing €111,081 for fiscal year 2024-2025, as well as the related tax charge estimated at €28,692;
- approve the consolidated financial statements for the fiscal year ended March 31, 2025, which show net profit (Group share) of €91,836 thousand (versus net profit (Group share) of €178,317 thousand in fiscal year 2023-2024);

- approve the transactions reflected in these financial statements or summarized in the Board of Directors' management report and in the Statutory Auditors' reports;

- appropriate distributable profit for the fiscal year ended March 31, 2025 as follows:

- €2,832 to the "Legal reserve", increasing it from €7,142,460.40 to €7,145,292.40, so that it would reach an amount at least equal to 10% of the Company's share capital, and
- the balance of €41,844,579.20 to "Retained earnings", which would be increased from €839,411,520.82 to €881,256,100.02.

The statutory and consolidated financial statements, the Board of Directors' management report and the Statutory Auditors' reports are presented in the 2024-2025 Universal Registration Document.

### First resolution –

#### Approval of the statutory financial statements for the fiscal year ended March 31, 2025

The Annual General Meeting, under the conditions of quorum and majority required for Ordinary General Meetings, having considered the statutory financial statements for the fiscal year ended March 31, 2025, the Board of Directors' management report and the Statutory Auditors' report, approves as presented the statutory financial statements for the fiscal year ended March 31, 2025, as well as the transactions reflected in these financial statements or summarized in these reports, showing net profit of €41,847,411.20.

In accordance with the provisions of Article 223 *quater* of the French Tax Code (*Code général des impôts*), the Annual General Meeting also approves the overall amount of expenses and charges referred to in Article 39-4 of said Code, amounting to €111,081 in respect of the fiscal year ended March 31, 2025, which generated an estimated tax charge of €28,692.

### Second resolution –

#### Approval of the consolidated financial statements for the fiscal year ended March 31, 2025

The Annual General Meeting, under the conditions of quorum and majority required for Ordinary General Meetings, having considered the

consolidated financial statements for the fiscal year ended March 31, 2025, the Board of Directors' management report and the Statutory Auditors' report, approves as presented the consolidated financial statements for the fiscal year ended March 31, 2025, as well as the transactions reflected in these financial statements or summarized in these reports, showing net profit (Group share) of €91,836 thousand.

### Third resolution –

#### Appropriation of net profit for the fiscal year ended March 31, 2025

The Annual General Meeting, under the conditions of quorum and majority required for Ordinary General Meetings, approves the recommendation of the Board of Directors and resolves to appropriate:

- €2,832 to the "Legal reserve", increasing it from €7,142,460.40 to €7,145,292.40, so that it reaches an amount at least equal to 10% of the Company's share capital, and
- the balance of €41,844,579.20 to "Retained earnings", increasing it from €839,411,520.82 to €881,256,100.02.

The Annual General Meeting places on record that no dividends have been paid over the past three fiscal years.

**Resolutions no. 4 to 6****Composition of the Board of Directors**

The Company's Board of Directors currently comprises fourteen members, including the Chief Executive Officer and two employee directors. Of the fourteen members, seven are independent and five are women (excluding the woman employee director).

The terms of office of Bpifrance Participations, CEA Investissement, Fonds Stratégique de Participations (FSP) and Kai Seikku expire at the close of this Annual General Meeting. On the recommendation of the Compensation, Nominations and Board Governance Committee, **in the 4<sup>th</sup> to 6<sup>th</sup> resolutions** the Board of Directors is asking the shareholders to reappoint Bpifrance Participations, CEA Investissement and Fonds Stratégique de Participations (FSP) for further three-year terms, expiring at the close of the Annual General Meeting to be called to approve the financial statements for the fiscal year ending March 31, 2028.

**Reappointment of Bpifrance Participations as a director**

**In the 4<sup>th</sup> resolution**, the shareholders are invited to reappoint Bpifrance Participations as a director for a three-year term.

Bpifrance Participations has been a non-independent director since 2013 and a strategic shareholder of the Company since 2016. It is a subsidiary of Bpifrance, which invests in a variety of companies, both directly and through funds. It is the parent company of Bpifrance Investissement and conducts its business as part of the public interest mission entrusted to Bpifrance.

Bpifrance Participations is represented on Soitec's Board of Directors and Board Committees by Samuel Dalens, Director within the Large Cap team within Bpifrance Investissement. He brings to the Board his solid experience in finance and private equity, as well as his expertise in cleantech strategy. He is also a member of the ESG committees and financial controller of several companies. In addition, ESG is at the heart of Bpifrance's decision-making (due diligence, agreements, investment commitments).

In fiscal year 2024-2025, the average attendance rate of Samuel Dalens at meetings of the Board of Directors and the Committees of which Bpifrance Participations is a member was 92%.

If Bpifrance Participations' reappointment is approved at the Annual General Meeting, its representative, Samuel Dalens, will continue to sit on the Strategic Committee, the Audit and Risks Committee and the Compensation, Nominations and Board Governance Committee.

The profiles of Bpifrance Participations and Samuel Dalens are presented in section 4.1.1 of the 2024-2025 Universal Registration Document.

**Reappointment of CEA Investissement as a director**

**In the 5<sup>th</sup> resolution**, the shareholders are invited to reappoint CEA Investissement as a director for a three-year term.

CEA Investissement has been a non-independent director and a strategic shareholder of the Company since 2016. It is a wholly owned subsidiary of CEA, which carries its portfolio of strategic shareholdings. CEA Investissement finances and supports dozens of start-ups, and contributes to CEA's innovation policy, from life sciences to energy, microelectronics, materials, industrial equipment, etc.

CEA Investissement is represented on Soitec's Board of Directors and Strategic Committee by François Jacq, Chief Executive Officer of CEA since 2018. He brings to the Board his extensive experience of overseeing projects in the fields of climate science, energy decarbonization, digital sobriety and the development of new technologies. By reappointing CEA Investissement, the Company will confirm its commitment to ensuring that its Board of Directors includes members with extensive experience in the semiconductor industry.

Please note that François Jacq was appointed Chair of France's national space research center, *Centre National d'Etudes Spatiales* (CNES) on May 23, 2025. The succession process of François Jacq at the Soitec Board of Directors is currently under way.

During fiscal year 2024-2025, the average attendance rate of François Jacq at meetings of the Board of Directors and the Strategic Committee was 64%.

If CEA Investissement's reappointment is approved at the Annual General Meeting, it will continue to sit on the Strategic Committee.

The profiles of CEA Investissement and François Jacq are presented in section 4.1.1 of the 2024-2025 Universal Registration Document.

**Reappointment of Fonds Stratégique de Participations (FSP) as a director**

**In the 6<sup>th</sup> resolution**, the shareholders are invited to reappoint Fonds Stratégique de Participations as a director for a three-year term.

FSP, which has been an independent director and shareholder of the Company since 2022, is an investment firm managed by ISALT, an independent portfolio management company. FSP provides long-term support to French companies in their growth and transition projects. It holds large strategic stakes in companies' share capital and participates in their governance structures as a member of their Boards of Directors or Supervisory Boards.

FSP is represented on Soitec's Board of Directors and Board Committees by Laurence Delpy. Prior to becoming the permanent representative of FSP, Laurence Delpy was an independent director of Soitec from 2016 to 2022. In addition to her in-depth knowledge of the Company's business, she brings to the Board her management expertise and international experience. She has a keen interest in sustainability issues and has been responsible for implementing energy efficiency solutions. In the course of her career, she has held various senior management positions, notably in Asia and China.

In fiscal year 2024-2025, the average attendance rate of Laurence Delpy at meetings of the Board of Directors and the Committees of which she is a member was 100%, clearly demonstrating her engaged involvement in their work.

If FSP's reappointment is approved at the Annual General Meeting, its representative, Laurence Delpy, will continue to chair the Sustainability Committee and to sit on the Board's Strategic Committee and Compensation, Nominations and Board Governance Committee.

The profiles of FSP and Laurence Delpy are presented in section 4.1.1 of the 2024-2025 Universal Registration Document.

At the close of the Annual General Meeting, subject to the adoption of these resolutions and the non-renewal of Kai Seikku's term, the key figures relating to the Board of Directors' composition will be as follows:

64%

independent members  
(excluding employee directors)

45%

women  
(excluding employee directors)

4

nationalities

#### Fourth resolution – Reappointment of Bpifrance Participations as a director for a three-year term

The Shareholders' General Meeting, under the conditions of quorum and majority for Ordinary Shareholders' General Meetings, having considered the Board of Directors' report, resolves to reappoint Bpifrance Participations as a director, for a term of three years expiring at the close of the Ordinary Shareholders' General Meeting to be called to approve the financial statements for the fiscal year ending March 31, 2028.

#### Fifth resolution – Reappointment of CEA Investissement as a director for a three-year term

The Shareholders' General Meeting, under the conditions of quorum and majority for Ordinary Shareholders' General Meetings, having considered the Board of Directors' report, resolves to reappoint CEA Investissement as a director, for a term of three years expiring at the close of the Ordinary Shareholders' General Meeting called to approve the financial statements for the fiscal year ending March 31, 2028.

#### Sixth resolution – Reappointment of Fonds Stratégique de Participations as a director for a three-year term

The Shareholders' General Meeting, under the conditions of quorum and majority for Ordinary Shareholders' General Meetings, having considered the Board of Directors' report, resolves to reappoint Fonds Stratégique de Participations as a director, for a term of three years expiring at the close of the Ordinary Shareholders' General Meeting called to approve the financial statements for the fiscal year ending March 31, 2028.

### Resolutions no. 7 to 11

#### Compensation of the Company's corporate officers for fiscal year 2024-2025

##### Approval of the information relating to the compensation of the Company's corporate officers required by Article L. 22-10-9, I of the French Commercial Code (global *ex-post* say-on-pay)

In the 7<sup>th</sup> resolution, in accordance with Article L. 22-10-34, I of the French Commercial Code, the shareholders are invited to approve the information referred to in Article L. 22-10-9, I of said Code relating to the compensation of the Company's corporate officers for fiscal year 2024-2025. This information includes figures that permit an analysis of the compensation of the Company's officers (the Chief Executive Officer and the Chair of the Board of Directors) as compared with employees' compensation and the Company's performance.

This information is presented in section 4.2.3 of the 2024-2025 Universal Registration Document.

##### Approval of the compensation paid or awarded in fiscal year 2024-2025 to the Chair of the Board of Directors and the Chief Executive Officer (individual *ex-post* say-on-pay)

In application of Article L. 22-10-34, II of the French Commercial Code, the shareholders are asked to approve the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded in the fiscal year 2024-2025 to:

- Eric Meurice, Chair of the Board of Directors until his term expired at the close of the Annual General Meeting of July 23, 2024, pursuant to the 8<sup>th</sup> resolution (see second table of section 4.2.4 of the 2024-2025 Universal Registration Document);
- Christophe Gégout, acting Chair of the Board of Directors for the period from the close of the Annual General Meeting of July 23, 2024 to February 28, 2025, pursuant to the 9<sup>th</sup> resolution (see third table of section 4.2.4 of the 2024-2025 Universal Registration Document);

• Frédéric Lissalde, Chair of the Board of Directors since March 1, 2025, pursuant to the 10<sup>th</sup> resolution (see fourth table of section 4.2.4 of the 2024-2025 Universal Registration Document); and

• Pierre Barnabé, Chief Executive Officer, pursuant to the 11<sup>th</sup> resolution (see first table of section 4.2.4 of the 2024-2025 Universal Registration Document).

These components of their compensation were paid or awarded in application of the compensation policy approved by the shareholders on July 23, 2024 (12<sup>th</sup> to 14<sup>th</sup> resolutions).

The increase in the compensation of the Chair of the Board of Directors approved by the Annual General Meeting of July 23, 2024 (12<sup>th</sup> resolution) came into effect after the transition period, i.e., as from March 1, 2025. It therefore does not apply to the compensation paid or awarded in fiscal year 2024-2025 to Eric Meurice, whose term of office ended at the close of the Annual General Meeting of July 23, 2024, or to Christophe Gégout, who replaced Eric Meurice as acting Chair of the Board of Directors, for a transition period running from the close of the Annual General Meeting of July 23, 2024 to February 28, 2025. For fiscal year 2024-2025, Eric Meurice and Christophe Gégout each received fixed compensation based on an annual amount of €230,000 (gross), adjusted in each case based on the period served during the fiscal year as Chair of the Board of Directors.

Payment of Pierre Barnabé's annual variable compensation in his capacity as Chief Executive Officer, as described in section 4.2.4 of the 2024-2025 Universal Registration Document, is subject to shareholder approval at the Annual General Meeting (11<sup>th</sup> resolution).

#### Seventh resolution – Approval of the information relating to the compensation of the Company's corporate officers referred to in Article L. 22-10-9, I of the French Commercial Code

The Annual General Meeting, under the conditions of quorum and majority required for Ordinary General Meetings, having considered the corporate governance report as required by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34, I of the French Commercial Code, the information relating to the compensation of the Company's corporate officers for the fiscal year ended March 31, 2025 referred to in Article L. 22-10-9, I of the said Code, as presented in section 4.2.3 of the 2024-2025 Universal Registration Document.

#### Eighth resolution – Approval of the components of the compensation paid or awarded in the fiscal year ended March 31, 2025 to Eric Meurice, Chair of the Board of Directors until the close of the Annual General Meeting of July 23, 2024

The Annual General Meeting, under the conditions of quorum and majority for Ordinary General Meetings, having considered the corporate governance report as required by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded in the fiscal year ended March 31, 2025 to Eric Meurice in his capacity as Chair of the Board of Directors until the close of the Annual General Meeting of July 23, 2024, as presented in the second table of section 4.2.4 of the 2024-2025 Universal Registration Document.



**Ninth resolution –**

**Approval of the components of the compensation paid or awarded in the fiscal year ended March 31, 2025 to Christophe Gégout, acting Chair of the Board of Directors from the close of the Annual General Meeting of July 23, 2024 until February 28, 2025**

The Annual General Meeting, under the conditions of quorum and majority required for Ordinary General Meetings, having considered the corporate governance report as required by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded in the fiscal year ended March 31, 2025 to Christophe Gégout in his capacity as Chair of the Board of Directors from the close of the Annual General Meeting of July 23, 2024 until February 28, 2025, as presented in the third table of section 4.2.4 of the 2024-2025 Universal Registration Document.

**Tenth resolution –**

**Approval of the components of the compensation paid or awarded in the fiscal year ended March 31, 2025 to Frédéric Lissalde, Chair of the Board of Directors from March 1, 2025**

The Annual General Meeting, under the conditions of quorum and majority for Ordinary General Meetings, having considered the corporate governance report as required by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded in the fiscal year ended March 31, 2025 to Frédéric Lissalde, Chair of the Board of Directors from March 1, 2025, as presented in the fourth table of section 4.2.4 of the 2024-2025 Universal Registration Document.

**Eleventh resolution –**

**Approval of the components of the compensation paid or awarded in the fiscal year ended March 31, 2025 to Pierre Barnabé in his capacity as Chief Executive Officer**

The Annual General Meeting, under the conditions of quorum and majority required for Ordinary General Meetings, having considered the corporate governance report as required by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits paid or awarded in the fiscal year ended March 31, 2025 to Pierre Barnabé, Chief Executive Officer, as presented in the first table of section 4.2.4 of the 2024-2025 Universal Registration Document.

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**Resolutions no. 12 to 14****Compensation policies for the corporate officers (*ex-ante* say-on-pay)**

In accordance with Article L. 22-10-8, II of the French Commercial Code, the shareholders are invited to approve the compensation policies for the corporate officers, as approved by the Board of Directors at its meeting on May 27, 2025, on the recommendation of the Compensation, Nominations and Board Governance Committee.

**Compensation policy for the Chair of the Board of Directors**

The fiscal year 2024-2025 compensation policy for the Chair of the Board of Directors, submitted in the **12<sup>th</sup> resolution**, solely comprises annual fixed compensation. It does not include any variable compensation, performance share allocations, termination benefits or non-compete indemnity. The Chair of the Board of Directors is entitled to the reimbursement of any travel expenses incurred in connection with his directorship duties, on presentation of receipts. He does not receive any compensation in his capacity as a member of the Board of Directors nor does he receive any other benefits in kind or commitments. This policy is identical to the one approved by the Annual General Meeting of July 23, 2024.

The compensation policy for the Chair of the Board of Directors is set out in sections 4.2.1 and 4.2.2.1 of the 2024-2025 Universal Registration Document.

**Compensation policy for the members of the Board of Directors**

The compensation policy for the members of the Board of Directors (excluding the Chair of the Board of Directors and the Chief Executive Officer), submitted in the **13<sup>th</sup> resolution**, is similar to the resolution covering the same purpose which was approved at the Annual General Meeting of July 23, 2024.

It is presented in sections 4.2.1 and 4.2.2.2 of the 2024-2025 Universal Registration Document.

**Compensation policy for the Chief Executive Officer**

The Board of Directors recommends maintaining, for fiscal year 2025-2026, a compensation policy for the Chief Executive Officer, which is being submitted in the **14<sup>th</sup> resolution**, similar to that of fiscal year 2024-2025, amounting to gross fixed compensation of €530,000, short-term variable compensation of up to 100% of fixed compensation subject to performance objectives and 150% in the event of overperformance, with a multiplying criterion of 1.1 allowing for 165% of fixed compensation, the allocation of which breaks down into 60%

financial objectives (revenue, EBITDA, cash flow) and 40% strategic objectives (innovation, commercial challenges, human resources, ESG), long-term compensation of up to 250% of annual fixed compensation, in the form of free performance shares, a pension plan (Article 83 of the French Tax Code), a company car, accommodation, private unemployment insurance, a termination benefit and a non-compete indemnity.

The Board of Directors decided to renew its confidence in its Chief Executive Officer and, noting that the Chief Executive Officer's compensation continues to lag behind that of Chief Executive Officers of comparable companies, decided to continue the realignment of the Chief Executive Officer's compensation policy initiated in 2024 and decided to increase his annual fixed compensation from €530,000 to €583,000.

With regard to variable compensation, the following changes have been made:

- short-term annual variable compensation:
  - operating cash flow has been replaced by free cash flow, to allow for a financial objective that is tracked by the market,
  - the criterion for increasing the variable portion has been modified. It was previously based on improvement in the ESG rating assigned by MSCI which has now reached a score of A. It will now be determined by an increase in diversification of the product lines currently brought to market, as specifically predetermined by the Board of Directors;
- long-term annual variable compensation:
  - the EBITDA criterion has been removed, with the EBIT criterion being more aligned with market practices,
  - the weighting of the financial criteria has been modified as follows:
    - the weighting of the revenue criterion has been lowered from 30% to 25%,
    - the weighting of the EBIT criterion has been increased from 10% to 20%,
    - the Total Shareholder Return (TSR) will be compared to the median TSR of the members of the Europe Total Market Semiconductors index. Its weighting will be increased from 20% to 30%.

An additional free performance share allocation for the Chief Executive Officer for a maximum of 150% of his annual fixed compensation will also be decided in 2025 to cover significant strategic objectives. The vesting of these shares would be dependent on the achievement of strategic and demanding performance criteria based on the accomplishment of an action plan relating to working capital requirement, increased visibility in the United States and the definition of a global, optimized and committed organization.

Exceptional compensation may only be paid in very specific circumstances, provided it is (i) justified and explained by the Board of

Directors, in terms of both the criteria used to determine the award and the amount awarded, and (ii) does not exceed 100% of the Chief Executive Officer's fixed compensation. In addition, where applicable, the conditions that led to the granting of such exceptional compensation will be detailed in the corporate governance report submitted to the next Annual General Meeting, which will be asked to approve the payment of such compensation (*ex-post* vote), pursuant to Article L. 22-10-34, II, of the French Commercial Code.

**The compensation policy for the CEO is presented in detail in sections 4.2.1 and 4.2.2.3 of the 2024-2025 Universal Registration Document.**

#### Twelfth resolution –

##### Approval of the compensation policy for the Chair of the Board of Directors

The Annual General Meeting, under the conditions of quorum and majority required for Ordinary General Meetings, having considered the corporate governance report as required by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-8, II of the French Commercial Code, the compensation policy for the Chair of the Board of Directors, as presented in sections 4.2.1 and 4.2.2.1 of the 2024-2025 Universal Registration Document.

#### Thirteenth resolution –

##### Approval of the compensation policy for the members of the Board of Directors

The Annual General Meeting, under the conditions of quorum and majority required for Ordinary General Meetings, having considered the corporate governance report as required by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-8, II of the French Commercial Code, the compensation policy for the members of the Board of Directors (excluding the Chair of the Board of Directors and the Chief Executive Officer), as presented in sections 4.2.1 and 4.2.2.2 of the 2024-2025 Universal Registration Document.

#### Fourteenth resolution –

##### Approval of the compensation policy for the Chief Executive Officer

The Annual General Meeting, under the conditions of quorum and majority required for Ordinary General Meetings, having considered the corporate governance report as required by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-8, II of the French Commercial Code, the compensation policy for the Chief Executive Officer, as presented in sections 4.2.1 and 4.2.2.3 of the 2024-2025 Universal Registration Document.

#### Resolution no. 15

##### Authorization to be granted to the Board of Directors to carry out transactions in the Company's shares

In the **15<sup>th</sup> resolution**, the shareholders are invited to renew for a further period of 18 months the earlier authorization given to the Board of Directors, with the right to sub-delegate, to acquire the Company's shares, on one or more occasions, within a limit of 5% of the share capital at the date of each buyback. The new authorization would supersede the authorization for the same purpose given by the Annual General Meeting of July 23, 2024.

This earlier authorization was used by the Board of Directors during fiscal year 2024-2025, as explained in sections 7.3.3.1 *Number of treasury shares* and 7.3.3.2 *Liquidity contract* of the 2024-2025 Universal Registration Document.

As of March 31, 2025, the Company held 74,233 shares in treasury, representing 0.21% of the share capital.

In accordance with the previous program, the new share buyback program would be authorized for the following purposes:

- ensuring the liquidity of and making a market for the Company's shares through an investment services provider, under a liquidity agreement that complies with the market practices permitted by the AMF (as amended where appropriate);
- (i) implementing, in accordance with the applicable laws, any (a) stock option plan, (b) employee shareholding plan, (c) free share allocations and allocations of shares in connection with employee profit-sharing plans, and (ii) carrying out any hedging transactions relating to these transactions; or
- allowing for the implementation of any market practices permitted or that may be permitted by the market authorities, and more generally, the completion of transactions that may be permitted, subject to notifying the shareholders thereof in a press release.

#### Ceilings

The number of shares that may be acquired during the buyback program may not correspond to more than 5% of the Company's share capital (i.e., for information purposes, 1,786,352 shares, as calculated based on the Company's share capital at May 27, 2025), at the date of each buyback, less the shares re-sold under the liquidity contract during the period of validity of the authorization.

The number of shares held by the Company may not, at any time, exceed 10% of its share capital.

The maximum purchase price per share would be set at €140 (excluding acquisition costs), and the overall amount of this share buyback program may not exceed €250,089,280.

Shares may be purchased on one or more occasions, by any means, on a regulated market, a multilateral trading facility, from a systematic internalizer or over the counter, including by public offer or via block trades (which may represent the entire program).

The Company does not intend to use derivatives.

This authorization would not be able to be used during a public offer for the Company's securities without the prior approval of the shareholders.

The new share buyback program is described in section 7.3.3.3 *Description of the new share buyback program* of the 2024-2025 Universal Registration Document.



**Fifteenth resolution –****Authorization to be granted to the Board of Directors to carry out transactions on the Company's shares**

The Annual General Meeting, under the conditions of quorum and majority required for Ordinary General Meetings, having considered the Board of Directors' report, and in accordance with (i) the French Commercial Code, notably Articles L. 22-10-62 *et seq.* and L. 225-210 *et seq.*, and (ii) Articles 241-1 to 241-7 of the General Regulation of the AMF, (iii) Regulation (EU) 596/2014 of the European Parliament and of the Council on market abuse dated April 16, 2014, (iv) Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016, (v) the market practices permitted by the AMF, and (vi) any other legal and/or regulatory provisions that may be applicable in the future, authorizes the Board of Directors, with the right to sub-delegate in accordance with the conditions set by the law and in the Company's by-laws, to acquire Company shares, either directly or indirectly, for the purposes of:

- ensuring the liquidity of and making a market for the Company's shares through an investment services provider, under a liquidity agreement that complies with the market practices permitted by the AMF (as amended where appropriate); or
- allocating or selling shares to employees as part of their involvement in the performance of the Company or pursuant to a company or Group employee savings plan (or similar plans) in accordance with the law, notably Articles L. 3332-1 *et seq.* of the French Labor Code; or
- allocating free shares under the provisions of Articles L. 225-197-1 *et seq.*, L. 22-10-59 and L. 22-10-60 of the French Commercial Code; or
- in general, meeting obligations related to share option programs or other share allocations to employees or corporate officers of the issuer or of a related company; or
- covering securities giving rights to the allocation of Company shares through the delivery of shares on the exercise of rights attached to securities giving rights to the allocation of Company shares through redemption, conversion, exchange, presentation of a warrant, or any other means; or
- retaining and subsequently delivering shares (in exchange, as payment or other) for external growth operations, it being specified that the maximum amount of shares acquired with a view to their retention and subsequent delivery as payment or in exchange for merger, demerger or capital contribution operations may not exceed 5% of the capital; or
- subsequently canceling all or some of the shares bought back, pursuant to the terms and conditions provided for in Article L. 22-10-62 of the French Commercial Code, subject to the adoption of the 17<sup>th</sup> resolution of this Annual General Meeting; or
- allowing for the implementation of any market practices permitted or that may be permitted by the market authorities, and more generally, the completion of transactions that may be permitted, subject to notifying the shareholders thereof in a press release.

The number of shares purchased will be subject to the following limits:

- the number of shares acquired during the term of the buyback program may not exceed 5% of the Company's share capital (for information purposes, a maximum of 1,786,352 shares, as calculated based on the share capital at May 27, 2025, amounting to €71,454,082) at the date of each buyback. This percentage applies to the share capital as adjusted for any share capital transactions occurring after this Meeting, it being specified that for the particular case of shares bought back under a liquidity contract, the number of shares taken into account for the calculation of this 5% limit corresponds to the number of shares purchased, less the shares re-sold during the term of the authorization;
- the number of shares held by the Company may not, at any time, exceed 10% of its share capital (i.e., for information purposes, 3,572,704 shares, as calculated based on the Company's share capital at May 27, 2025, corresponding to €71,454,082), with this percentage applying to the share capital as adjusted for any corporate actions carried out subsequent to this Meeting.

Shares may be purchased on one or more occasions, by any means, on a regulated market, a multilateral trading facility, from a systematic internalizer or over the counter, including by public offer or via block trades (which may represent the entire program). However, the Company will not use derivatives. These transactions may be carried out at any time, pursuant to the legal provisions in force, except during a public offer for the Company's securities.

The Annual General Meeting resolves that the maximum purchase price per share will be €140 (excluding acquisition costs). This maximum price will only apply to acquisitions decided on after the date of this Meeting. In the event of share capital transactions, notably stock splits or reverse stock splits or free share allocations, or equity transactions, the aforementioned amount will be adjusted accordingly (adjustment coefficient equal to the ratio between the number of shares comprising the capital prior to the transaction and the number of shares after the transaction).

The Annual General Meeting notes, for information purposes, that based on the number of shares making up the Company's share capital at May 27, 2025, the total amount allocated to the share buyback program may not exceed €250,089,280.

The Annual General Meeting grants full powers to the Board of Directors, with the right to sub-delegate in accordance with the conditions set by law, to implement this authorization, notably, for the purpose of carrying out the share buyback program, to specify the related terms and conditions, if necessary, and to place any and all market orders, enter into any and all agreements, allocate or reallocate the acquired shares to the various objectives of the share buyback program under the applicable legal and regulatory conditions, set the terms and conditions under which, where applicable, the rights of holders of securities giving access to the share capital or other rights giving access to the share capital will be preserved, in accordance with the legal and regulatory provisions, and, where appropriate, with the contractual provisions providing for other adjustments, conduct any and all formalities with and make any and all declarations to all relevant organizations and, generally, do all that is necessary.

This authorization is valid for a period of eighteen (18) months as from the date of this Meeting and supersedes, as from the date hereof, any previous authorization granted for the same purpose, and specifically, the 17<sup>th</sup> resolution adopted at the Annual General Meeting of July 23, 2024.

## 6.2 Resolutions within the competence of the Extraordinary General Meeting

### Resolution no. 16

#### Authorization to be given to the Board of Directors to reduce the share capital by canceling shares bought back by the Company

The purpose of the 16<sup>th</sup> resolution is to renew on the same terms, for a further period of 18 months, the earlier authorization given to the Board of Directors, with the right to sub-delegate, to reduce the Company's share capital, on one or more occasions, by canceling all or some of the shares bought back by the Company in accordance with Article L. 22-10-62 of the French Commercial Code and within the limits authorized by law. The new authorization would supersede the authorization for the same purpose given by the Annual General Meeting of July 23, 2024, which has not been used.

The Company may wish to cancel its own shares for various financial reasons such as active capital management, balance sheet optimization or offsetting the dilutive impacts of a capital increase.

#### Ceilings

At the date of each cancellation, the total number of shares canceled by the Company in the 24-month period prior to said cancellation (including those to be canceled in said cancellation) may not exceed 10% of the shares making up the Company's share capital at that date.

### Sixteenth resolution –

#### Authorization to be given to the Board of Directors to reduce the share capital by canceling shares bought back by the Company pursuant to Article L. 22-10-62 of the French Commercial Code, up to a maximum of 10% of the share capital

The Annual 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' report, authorizes the Board of Directors, pursuant to Articles L. 22-10-62 *et seq.* and Article L. 225-213 of the French Commercial Code, to reduce the share capital, on one or more occasions, in the proportions and at the intervals it deems fit, by canceling all or a portion of the ordinary shares acquired as treasury shares under authorizations granted by the Annual General Meeting pursuant to Article L. 22-10-62 of the French Commercial Code.

At the date of each cancellation, the total number of shares canceled by the Company over the 24-month period prior to the cancellation (including those to be canceled in the aforementioned cancellation) may not exceed 10% of the share capital on that date; it being specified that this limit applies to the Company's share capital adjusted as necessary to take into account transactions affecting the share capital after this Meeting.

The Annual General Meeting grants full powers to the Board of Directors, with the option to sub-delegate, to cancel treasury shares and reduce the share capital under this authorization, set the final amount of the capital reduction and its terms and conditions, deduct from the available reserves and premiums of its choice the difference between the buyback value and par value of the canceled shares, allocate the portion of the legal reserve newly available as a result of the capital reduction, amend the by-laws accordingly, and more generally, complete all necessary formalities.

The Annual General Meeting resolves to set the period of validity of this authorization at eighteen (18) months as from the date of this Meeting, it being specified that this authorization supersedes all other authorizations previously granted in a resolution with the same purpose, and specifically the 21<sup>st</sup> resolution of the Annual General Meeting of July 23, 2024.

### Resolutions no. 17 to 25

#### Financial resolutions

##### General considerations

In order to have appropriate resources available for the Group's development, the shareholders are invited to approve the renewal, on the same or similar terms, of various financial resolutions giving the Board of Directors the necessary delegations of competence or powers in order to be able to carry out various issues of shares or other securities (17<sup>th</sup> to 24<sup>th</sup> resolutions).

The resolutions aim to provide the Board of Directors with sufficient flexibility in the choice of proposed issues and, when the time comes, the choice of instruments based on available opportunities to raise funds on the financial markets and/or to seize external growth opportunities.

For some of the resolutions submitted for approval, shareholders will be asked to waive their preemptive subscription rights. According to market conditions, the type of investors concerned by the issue and the type of securities issued, it may be preferable, or even necessary, to cancel preemptive subscription rights. This would provide the Board of Directors with flexibility and the option of carrying out placements of securities on the financial markets under optimal conditions and at the best moment. Furthermore, the cancellation of shareholders' preemptive subscription rights would increase the speed of the transactions, which is sometimes an essential condition for their success.

In accordance with the applicable laws, the shareholders are also asked to approve a resolution giving the Company the means to enable employees and senior executives to share in its success, through a restricted share issue for employees who are members of a company savings plan (25<sup>th</sup> resolution).

These authorizations and delegations would be limited in time and subject to ceilings.

#### Ceilings and limitations

The financial authorizations and delegations submitted for shareholder approval would be limited by ceilings determined by reference to the amount of the Company's share capital.

Pursuant to the 17<sup>th</sup> resolution, the maximum aggregate par value of share issues carried out pursuant to the 17<sup>th</sup> to 25<sup>th</sup> resolutions (except for the 21<sup>st</sup> resolution) would not exceed a **blanket ceiling of €35 million**. For information, this blanket ceiling would represent approximately 48.98% of the share capital at May 27, 2025.

Within this blanket ceiling of €35 million, shareholders will be asked (18<sup>th</sup> resolution) to set a **sub-ceiling of €7 million for issues without preemptive subscription rights** for existing shareholders, which would be deducted from the blanket ceiling of €35 million. For information, this sub-ceiling would represent approximately 9.80% of the Company's share capital at May 27, 2025.

Issues carried out under the **18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 22<sup>nd</sup> and 23<sup>rd</sup> resolutions** would all be subject to this €7 million sub-ceiling.

These ceilings of €35 million and €7 million do not include the par value of any shares that may be issued to take into account the impact of any transactions involving the Company's share capital and preserve the rights of holders of securities and other rights giving access to the Company's share capital.

The maximum nominal amount of debt securities or related securities giving access to the Company's share capital that may be issued pursuant to the **17<sup>th</sup> to 25<sup>th</sup> resolutions** (with the exception of the **21<sup>st</sup> resolution**) would not exceed an overall ceiling of €500 million. This amount would, where appropriate, be increased by any redemption premium in excess of the par value.

This €500 million ceiling would be independent from the amount of debt securities that may be issued or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code.

The Board of Directors may not, except with the prior authorization of the shareholders, make use of these delegations as from the filing of a public offer for the Company's securities by a third party, until the end of the offer period (with the exception of the **25<sup>th</sup> resolution**).

These authorizations and delegations would be granted with the right to sub-delegate in accordance with the conditions set by law.

They would each be valid for a period of 26 months as from the date of this Meeting, with the exception of the **20<sup>th</sup> resolution**, which would be valid for a period of 18 months.

Should the Board of Directors use the authorizations and/or delegations granted in the **17<sup>th</sup> to 25<sup>th</sup> resolutions**, it will prepare the additional reports required by law and give an account to the shareholders on the use thereof at the next Annual General Meeting, in accordance with the applicable laws and regulations.

Shareholders are invited to consult (i) the table summarizing the utilization of previous financial delegations and authorizations given by the Annual General Meeting, in section 7.3.5 *Rights to purchase and obligations related to the subscribed, but not paid-up, capital* of the 2024-2025 Universal Registration Document and (ii) the table summarizing all the financial delegations and authorizations requested at the Annual General Meeting in section 8.3.3 *Summary table of delegations and authorizations requested at the Annual General Meeting of July 22, 2025* of the 2024-2025 Universal Registration Document.

Shareholders may also refer to the reports issued by the Company's Statutory Auditors on these resolutions, presented in section 8.4 of the 2024-2025 Universal Registration Document.

06

## Resolution no. 17

**Delegation of competence to be given to the Board of Directors for the purpose of carrying out a capital increase by way of the issue of shares and/or securities giving access, immediately or in the future, to the Company's share capital, with preemptive subscription rights**

In the **17<sup>th</sup> resolution**, shareholders are invited to renew, for a further period of 26 months and on the same terms, the delegation of competence previously given to the Board of Directors, with the option of sub-delegation, to increase the Company's share capital with preemptive subscription rights for existing shareholders. This new delegation of competence would supersede the delegation given for the same purpose by the Annual General Meeting of July 25, 2023, which has not been used.

The Board of Directors would be competent to issue, in France and/or abroad, ordinary shares and/or any securities giving access, immediately or in the future, at any time or on a fixed date, by way of subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other manner, to the share capital of the Company (including shares giving the right to the allocation of debt securities).

The shares and/or other securities issued under this resolution may be paid-up in cash, or by offsetting against liquid and due receivables, or by capitalization of reserves, earnings or premiums.

The issue(s) would be reserved by preference for Company shareholders who would have the right to subscribe in direct proportion to the number of shares held. The Board of Directors would also be authorized to give shareholders the right to subscribe to shares or securities not taken up by other shareholders exercising their preemptive right; in this case, if the issue were to be oversubscribed, this additional right would also be exercisable in direct proportion to the number of shares held.

Warrants exercisable for the Company's shares could be offered for cash or allocated to shareholders without consideration.

The Board of Directors may not, except with the prior authorization of the Annual General Meeting, make use of this delegation as from the filing of a public offer for the Company's securities by a third party, until the end of the offer period.

### Ceilings

The maximum aggregate par value of the share capital increases that may be carried out pursuant to this resolution would not exceed €35 million.

This €35 million ceiling would apply to all share capital increases that may be carried out on the basis of **this resolution and the 18<sup>th</sup> to 25<sup>th</sup> resolutions** (except for the **21<sup>st</sup> resolution**).

The maximum nominal amount of debt securities or related securities giving access to the Company's share capital that may be issued pursuant to this resolution would not exceed €500 million or the equivalent of this amount in any other currency.

This ceiling of €500 million would apply to all issues of debt securities or related securities giving access to the Company's capital that may be carried out pursuant to **this resolution and the 18<sup>th</sup> to 25<sup>th</sup> resolutions** (with the exception of the **21<sup>st</sup> resolution**).

### Seventeenth resolution –

#### Delegation of competence to be given to the Board of Directors for the purpose of carrying out a capital increase by way of the issue of shares and/or securities giving access, immediately or in the future, to the Company's share capital, with shareholders' preemptive subscription rights

The Annual General Meeting, under the conditions of quorum and majority for Extraordinary General Meetings, having considered the Board of Directors' report and the Statutory Auditors' report, and pursuant to the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code and specifically Articles L. 225-129, L. 225-129-2, L. 225-132 to L. 225-134, L. 228-91 *et seq.* and L. 22-10-49 of the French Commercial Code:

1. delegates to the Board of Directors, with the right to sub-delegate in accordance with the conditions set by law, its competence to carry out on one or more occasions, in such amount and at such times as it deems appropriate, in euros, or in foreign currency or any monetary unit established by reference to a basket of currencies, the issue, in France and/or abroad, with or without preemptive subscription rights and with or without consideration, ordinary shares and/or securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, giving access by any means, immediately and/or in the future, at any time or on a fixed date, by way of subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other manner, to the Company's share capital (including equity securities giving the right to the allocation of debt securities), it being specified that these ordinary shares and/or securities may be paid-up in cash, or by offsetting against liquid and due receivables, or by capitalization of reserves, earnings or premiums;
2. resolves that any issue of preferred shares and securities giving access to preferred shares is expressly excluded;
3. resolves to set the following limits on the issue amounts authorized in the event that the Board of Directors decides to use this delegation of competence:
  - a) the maximum aggregate par value of capital increases that may be carried out, immediately or in the future, pursuant to this delegation of competence, shall not exceed the ceiling of €35 million, or the equivalent of this amount in any other currency or any monetary unit established by reference to a basket of currencies, it being specified that:
    - (i) the aggregate par value of the ordinary shares issued directly or indirectly on the basis of this resolution and the **18<sup>th</sup> to 25<sup>th</sup> resolutions** (except for the 21<sup>st</sup> resolution), subject to their adoption by the Annual General Meeting, or on the basis of any resolutions for the same purpose which may supersede these resolutions during the period of validity of this delegation, shall not exceed the blanket ceiling of €35 million or the equivalent of this amount in any other currency or any monetary unit established by reference to a basket of currencies, and
    - (ii) this ceiling does not include the par value of any ordinary shares that may be issued in accordance with the law and any applicable contractual provisions providing for other adjustments, in order to preserve the rights of holders of securities and other rights giving access to the Company's share capital,
  - b) the maximum nominal amount of securities representing debt or related securities, giving access immediately or in the future, to the Company's share capital that may be issued pursuant to this delegation of competence shall not exceed the ceiling of €500 million or the equivalent of this amount in any currency or monetary unit established by reference to a basket of currencies, it being specified that this amount will be increased, where appropriate, by any redemption premium in excess of the par value and decreased by the nominal amount of securities representing

debt securities or related securities, giving access to the Company's share capital that may be issued on the basis of this resolution and the 18<sup>th</sup> to 25<sup>th</sup> resolutions (except for the 21<sup>st</sup> resolution) subject to their adoption by this Annual General Meeting, and on the basis of issues authorized by any resolutions for the same purpose which may supersede these resolutions during the period of validity of this delegation. This ceiling is independent from the amount of debt securities that may be issued or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;

4. in the event that this delegation of competence is used by the Board of Directors, it:
  - resolves that the issue(s) will be reserved for Company shareholders who will have the right to subscribe in direct proportion to the number of shares they hold,
  - grants, nevertheless, the Board of Directors the power to grant shareholders the right to subscribe to ordinary shares or securities in excess of the minimum number to which they are entitled as of right, proportionally to their subscription rights, and in any event, within the limit of their request,
  - resolves that if the subscriptions as of right and, where appropriate, excess subscriptions do not cover the entire amount of the issue of ordinary shares or securities as defined above, the Board of Directors may exercise, as provided by law, and in the order of its choosing, one and/or any of the following options:
    - freely distributing all or part of the unsubscribed securities between the individuals of its choice,
    - offering all or part of the unsubscribed securities to the public, on the French market and/or internationally, and/or
    - limiting the capital increase to the amount of subscriptions, subject to the condition, in the event of the issue of ordinary shares or securities whose main security is an ordinary share, of this reaching at least three-quarters of the agreed issue after use of the two options indicated above, where applicable;
5. resolves that the warrants giving access to the Company's ordinary shares may be issued for cash or allocated to the Company's shareholders without consideration, it being specified that the Board of Directors may decide that the resulting fractional warrants will not be transferable and that the corresponding warrants will be sold in compliance with applicable legal and regulatory provisions;
6. sets the period of validity of this delegation at twenty-six (26) months as from the date of this Meeting, it being specified that this delegation supersedes all other delegations of authority previously granted in a resolution with the same purpose, and specifically the 20<sup>th</sup> resolution of the Annual General Meeting of July 25, 2023;
7. delegates full powers to the Board of Directors, with the right to sub-delegate in accordance with the conditions set by the law, to decide on the aforementioned issues and to carry them out in accordance with the terms and conditions that it will determine in accordance with the law, and to suspend said issues.

The Board of Directors may not, except with the prior authorization of the Annual General Meeting, make use of this delegation as from the filing of a public offer for the Company's securities by a third party, until the end of the offer period.

**Resolution no. 18**

**Delegation of competence to be given to the Board of Directors for the purpose of carrying out a capital increase by way of the issue of shares and/or securities giving access, immediately or in the future, to the Company's share capital, with a waiver of shareholders' preemptive subscription rights, through a public offer other than offers referred to in Article L. 411-2, 1° of the French Monetary and Financial Code**

In the 18<sup>th</sup> resolution, shareholders are invited to renew, for a further period of 26 months and on the same terms, the delegation of competence previously given to the Board of Directors, with the option of sub-delegation, to increase the Company's share capital, without preemptive subscription rights for existing shareholders. This new delegation of competence would supersede the delegation given for the same purpose by the Annual General Meeting of July 25, 2023, which has not been used.

The Board of Directors would be competent to issue through a public offer, in France and/or abroad, ordinary shares and/or any securities giving access by any means, immediately or in the future, at any time or on a fixed date, by way of subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other manner, to the share capital of the Company (including shares giving the right to the allocation of debt securities).

The shares and/or other securities issued under this resolution may be paid-up in cash, or by offsetting against liquid and due receivables, or by capitalization of reserves, earnings or premiums.

Issues would be carried out through a public offer other than offers referred to in Article L. 411-2, 1° of the French Monetary and Financial Code (*Code monétaire et financier*). Furthermore, they could be carried out in conjunction with any of the offers referred to in Article L. 411-2, 1° of the French Monetary and Financial Code carried out pursuant to the 19<sup>th</sup> resolution.

Shareholders' preemptive rights to subscribe to the shares and/or securities that could be issued pursuant to this delegation would be canceled.

The Board of Directors could grant a priority subscription period to shareholders, not leading to the creation of negotiable rights, for all or part of the issue carried out pursuant to this resolution, and for a term to be set by the Board of Directors in accordance with the law and regulations.

In addition, this delegation would, to the benefit of holders of any securities giving access to shares that may be issued pursuant to this resolution, automatically result in the cancellation of shareholders' preemptive subscription rights to the new shares to which these securities would give right.

The Board of Directors may not, except with the prior authorization of the Annual General Meeting, make use of this delegation as from the filing of a public offer for the Company's securities by a third party, until the end of the offer period.

**Price**

Act no. 2024-537 of June 13, 2024, designed to increase the financing of businesses and the attractiveness of France (known as the "Attractiveness Act") abolished the legal rule setting a minimum price for shares issued without preemptive subscription rights that are offered to the public by companies whose securities are admitted to trading on a regulated market. The law now leaves it up to the Annual General Meeting to decide whether or not to delegate to the Board of Directors the power to freely set the issue price. In this context, shareholders are invited to approve the following framework for the determination, by the Board of Directors, of the issue price of shares and securities giving access to the capital.

The issue price of ordinary shares issued directly or to which securities issued under this resolution would give access would be determined at the Board of Directors' discretion at an amount at least equal to (i) the closing price quoted for the Company's shares on the last trading day preceding the pricing date less a maximum discount of 10%, or (ii) the volume-weighted average price quoted for the Company's shares over the last three trading days preceding the pricing date less a maximum discount of 10%. Moreover, the issue price of the securities giving access to the capital and the number of shares to which each security may potentially grant entitlement would be such that the amount immediately received by the Company (increased, where appropriate, by any amount received subsequently) would, for each share issued as a result of the issue of these securities, be at least equal to the minimum price defined above.

**Ceilings**

The maximum aggregate par value of the shares that may be issued pursuant to this resolution would not exceed €7 million.

This €7 million ceiling would apply to all capital increases that may be carried out pursuant to this resolution and the 19<sup>th</sup>, 20<sup>th</sup>, 22<sup>nd</sup> and 23<sup>rd</sup> resolutions.

In addition, the €7 million would be deducted from the blanket ceiling of €35 million set in paragraph 3. a of the 17<sup>th</sup> resolution.

The maximum nominal amount of the debt securities or related securities giving access, either immediately or in the future, to the Company's capital that may be issued pursuant to this resolution would not exceed €500 million.

In addition, the aggregate nominal amount of the issues would be deducted from the overall ceiling of €500 million referred to in 3. b. of the 17<sup>th</sup> resolution.

06

**Eighteenth resolution –**

**Delegation of competence to be given to the Board of Directors for the purpose of carrying out a capital increase by way of the issue of shares and/or securities giving access, immediately or in the future, to the Company's share capital, with a waiver of shareholders' preemptive subscription rights, through a public offer other than offers referred to in Article L. 411-2, 1° of the French Monetary and Financial Code**

The Annual General Meeting, under the conditions of quorum and majority for Extraordinary General Meetings, having considered the Board of Directors' report and the Statutory Auditors' report, and pursuant to the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code and specifically Articles L. 225-129, L. 225-129-2, L. 225-135 to L. 225-136, L. 22-10-51, and L. 228-91 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, with the right to sub-delegate in accordance with the conditions set by law, its competence to carry out on one or more occasions, in such amount and at such times as it deems appropriate, in euros, or in foreign currency or any accounting unit established by reference to a basket of currencies, the issue, with a waiver of shareholders' preemptive subscription rights, in France and/

or abroad, with or without consideration, through a public offer other than offers referred to in Article L. 411-2, 1° of the French Monetary and Financial Code, ordinary shares and/or securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, giving access by any means, immediately and/or in the future, at any time or on a fixed date, by way of subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other manner, to the Company's share capital (including equity securities giving the right to the allocation of debt securities), it being specified that these ordinary shares and/or securities may be paid-up in cash, or by offsetting against liquid and due receivables, or by capitalization of reserves, earnings or premiums;



2. resolves that any issue of preferred shares and securities giving access to preferred shares is expressly excluded;
3. sets the following limits on the issue amounts in the event that the Board of Directors decides to use this delegation of competence:
  - a) the maximum aggregate par value of capital increases that may be carried out, immediately or in the future, pursuant to this delegation of competence, shall not exceed the ceiling of €7 million, or the equivalent of this amount in any other currency or any monetary unit established by reference to a basket of currencies, it being specified that:
    - (i) this ceiling applies to this resolution and to the 19<sup>th</sup>, 20<sup>th</sup>, 22<sup>nd</sup>, and 23<sup>rd</sup> resolutions of the Annual General Meeting,
    - (ii) the par value of issues carried out under this resolution will be deducted from the blanket ceiling of €35 million specified in paragraph 3. a. of the 17<sup>th</sup> resolution of this Annual General Meeting, or from the ceiling specified in any resolution with the same purpose which supersedes this resolution during the period of validity of this delegation,
    - (iii) these ceilings do not include the par value of any ordinary shares that may be issued in accordance with the law and any contractual provisions providing for other adjustments, to preserve the rights of holders of securities and other rights giving access to the Company's capital,
  - b) the maximum nominal amount of debt securities or related securities giving access, immediately or in the future, to the Company's share capital that may be issued pursuant to this resolution shall not exceed the ceiling of €500 million, or the equivalent of this amount in any other currency or monetary unit established by reference to a basket of currencies, it being specified that the aggregate nominal value of the issued securities, as increased, where appropriate, by any redemption premium in excess of the par value, shall be deducted from the overall ceiling of €500 million referred to in paragraph 3. b. of the 17<sup>th</sup> resolution of this Annual General Meeting or, where appropriate, from the ceiling specified in any resolution with the same purpose which supersedes this resolution during the period of validity of this delegation. This ceiling is independent from the amount of debt securities that may be issued or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
4. resolves that the issues resulting from this delegation will be made by way of a public offer other than offers referred to in Article L. 411-2, 1° of the French Monetary and Financial Code, it being specified that they may be carried out in conjunction with offers referred to in Article L. 411-2, 1° of the French Monetary and Financial Code carried out pursuant to the 19<sup>th</sup> resolution of this Meeting;
5. resolves to cancel shareholders' preemptive subscription rights to the ordinary shares and/or securities that may be issued pursuant to this delegation;
6. resolves that the Board of Directors may grant a priority subscription period to shareholders, that does not give rise to the creation of negotiable rights, of a duration that it shall set in accordance with the law and regulations, for all or part of the issue carried out pursuant to this resolution and in proportion to the number of shares held by each shareholder, in application of the legal and regulatory provisions, and may also grant excess subscription rights, it being specified that any securities that are not subscribed within the priority subscription period will be subject to a public offer in France or abroad, other than offers referred to in Article L. 411-2, 1° of the French Monetary and Financial Code;
7. resolves that if the subscriptions do not cover the entire amount of the issue of ordinary shares or securities as defined above, the Board of Directors may exercise, as provided by law, and in the order of its choosing, one and/or any of the following options:
  - limiting the capital increase to the amount of subscriptions, subject to said amount reaching at least three-quarters of the decided issue,
  - freely distributing all or part of the unsubscribed securities between the individuals of its choice,
  - offering all or part of the unsubscribed securities to the public, on the French market and/or internationally;
8. acknowledges and resolves, where necessary, that this delegation shall, to the benefit of holders of any securities giving access to the Company's ordinary shares that may be issued pursuant to this delegation, automatically result in the waiver by the shareholders of their preemptive subscription rights to the new ordinary shares to which these securities would give right;
9. resolves that (i) the issue price of the ordinary shares to be issued pursuant to this resolution, or those to which the securities to be issued under this resolution give access, shall, at the Board of Directors' discretion, be equal to (x) the closing price quoted for the Company's shares on the last trading day preceding the pricing date, less a maximum discount of 10%, or (y) the volume-weighted average price quoted for the Company's shares over the last three trading days preceding the pricing date, less a maximum discount of 10%, and (ii) the issue price of securities giving access to the share capital shall be such that the amount immediately received by the Company (increased, where appropriate, by any amount received subsequently) is, for each share issued as a result of the issue of these securities, at least equal to the price defined in (i) of this paragraph;
10. sets the period of validity of this delegation at twenty-six (26) months as from the date of this Meeting, it being specified that this delegation supersedes all other delegations of competence previously given in a resolution with the same purpose, and specifically the 21<sup>st</sup> resolution of the Annual General Meeting of July 25, 2023;
11. delegates full powers to the Board of Directors, with the right to sub-delegate in accordance with the conditions set by the law, to decide on the aforementioned issues and to carry them out in accordance with the terms and conditions that it will determine in accordance with the law, and to suspend said issues.

The Board of Directors may not, except with the prior authorization of the Annual General Meeting, make use of this delegation as from the filing of a public offer for the Company's securities by a third party, until the end of the offer period.

**Resolution no. 19**

**Delegation of competence to be given to the Board of Directors for the purpose of issuing, by way of a public offer referred to in Article L. 411-2, 1° of the French Monetary and Financial Code, shares and/or securities giving access, immediately or in the future, to the Company's share capital, with a waiver of shareholders' preemptive subscription rights**

In the 19<sup>th</sup> resolution, the shareholders are invited to renew, for a further period of 26 months and on the same terms, the delegation of competence previously given to the Board of Directors, with the option of sub-delegation, to increase the Company's capital without preemptive subscription rights for existing shareholders, in connection with offers governed by Article L. 411-2, 1° of the French Monetary and Financial Code, consisting of private placements that do not require the publication of a prospectus. This new delegation of competence would supersede the delegation given for the same purpose by the Annual General Meeting of July 25, 2023, which has not been used.

The Board of Directors would be competent to issue in France and/or abroad, in connection with offers governed by Article L. 411-2, 1° of the French Monetary and Financial Code, in euros, foreign currencies, or any monetary unit established by reference to a basket of currencies, ordinary shares and/or securities giving access by any means, immediately and/or in the future, at any time or on a fixed date, by way of subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other manner, to the Company's share capital (including equity securities giving the right to the allocation of debt securities). The shares and/or other securities issued under this resolution could be paid-up in cash, or by offsetting against liquid and due receivables, or by capitalization of reserves, earnings or premiums. If the subscriptions do not absorb the total issue, the Board of Directors may limit the amount of the transaction to the amount of subscriptions received, provided (for issues of shares or securities whose main security is a share) that they reach at least three-quarters of the issued agreed.

The Board of Directors may not, except with the prior authorization of the Annual General Meeting, make use of this delegation as from the filing of a public offer for the Company's securities by a third party, until the end of the offer period.

**Price**

The French Attractiveness Act abolished the legal rule setting a minimum price for shares issued without preemptive subscription rights that are offered to the public by companies whose securities are admitted to trading on a regulated market. The law now leaves it up to the Annual General Meeting to decide whether or not to delegate to the Board of Directors the power to freely set the issue price. In this context, shareholders are invited to approve the following framework for the determination, by the Board of Directors, of the issue price of shares and securities giving access to the capital.

The issue price of ordinary shares issued directly or to which securities issued under this resolution would give access would be determined at the Board of Directors' discretion at an amount at least equal to (i) the closing price quoted for the Company's shares on the last trading day preceding the pricing date less a maximum discount of 10%, or (ii) the volume-weighted average price quoted for the Company's shares over the last three trading days preceding the pricing date less a maximum discount of 10%. Moreover, the issue price of the securities giving access to the capital and the number of shares to which each security may potentially grant entitlement would be such that the amount immediately received by the Company (increased, where appropriate, by any amount received subsequently) would, for each share issued as a result of the issue of these securities, be at least equal to the minimum price defined above.

**Ceilings**

The maximum aggregate par value of capital increases that may be carried out pursuant to this resolution would be subject to the limits imposed by the regulations applicable on the issue date and would not exceed €7 million.

This €7 million ceiling would apply to all capital increases that may be carried out pursuant to this resolution and the 18<sup>th</sup>, 20<sup>th</sup>, 22<sup>nd</sup> and 23<sup>rd</sup> resolutions.

In addition, the €7 million would be deducted:

- from the sub-ceiling of €7 million set in paragraph 3. a. of the 18<sup>th</sup> resolution; and
- from the blanket ceiling of €35 million set in paragraph 3. a. of the 17<sup>th</sup> resolution.

The maximum nominal amount of the debt securities or related securities giving access, either immediately or in the future, to the Company's capital that may be issued pursuant to this resolution would not exceed €500 million.

The aggregate nominal amount of issues carried out under this resolution would be deducted from the overall ceiling of €500 million specified in paragraph 3. b. of the 17<sup>th</sup> resolution.

06

**Nineteenth resolution –**

**Delegation of competence to be given to the Board of Directors for the purpose of issuing, by way of a public offer referred to in Article L. 411-2, 1° of the French Monetary and Financial Code, shares and/or securities giving access, immediately or in the future, to the Company's share capital, with a waiver of shareholders' preemptive subscription rights**

The Annual General Meeting, under the conditions of quorum and majority for Extraordinary General Meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and pursuant to the provisions of Articles L. 225-129 *et seq.* and L. 228-91 *et seq.* of the French Commercial Code, specifically Articles L. 225-129-2, L. 22-10-49, L. 225-135, L. 225-136, L. 22-10-51, L. 22-10-52 and L. 228-91 *et seq.* of the French Commercial Code, and Article L. 411-2 of the French Monetary and Financial Code:

1. delegates to the Board of Directors, with the right to sub-delegate, in accordance with the conditions set by law, its competence to issue, on one or more occasions, in such amount and at such times as it deems appropriate, in France and/or abroad, as part of public offers indicated

in Article L. 411-2, 1° of the French Monetary and Financial Code, in euros, foreign currencies, or any monetary unit established by reference to a basket of currencies, against payment or free of charge, ordinary shares and/or securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, giving access by any means, immediately and/or in the future, at any time or on a fixed date, by way of subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other manner, to the Company's share capital (including equity securities giving the right to the allocation of debt securities), it being specified that these ordinary shares and/or securities may be paid-up in cash, or by offsetting against liquid and due receivables, or by capitalization of reserves, earnings or premiums;

2. resolves that any issue of preferred shares and securities giving access to preferred shares is expressly excluded;
3. resolves to cancel shareholders' preemptive subscription rights to the securities that may be issued pursuant to this resolution;
4. resolves that the maximum aggregate par value of capital increases that may be carried out, immediately or in the future, pursuant to this resolution, shall be subject to the limits imposed by the regulations applicable on the issue date or the date the issue is decided by the Chief Executive Officer by delegation from the Board of Directors, and shall not exceed €7 million, or the equivalent of this amount in any other currency or any monetary unit established by reference to a basket of currencies, and that:
  - (i) this ceiling shall apply to this resolution and to the 18<sup>th</sup>, 20<sup>th</sup>, 22<sup>nd</sup> and 23<sup>rd</sup> resolutions of this Annual General Meeting,
  - (ii) the par value of issues carried out under this resolution shall be deducted from the overall sub-ceiling of €7 million on the aggregate par value of share issues specified in paragraph 3. a. of the 18<sup>th</sup> resolution of this Annual General Meeting or from the sub-ceiling specified in any resolution with the same purpose which may supersede this resolution during the period of validity of this delegation of competence, and issues of securities under this resolution shall also be limited by the legal provisions in force on the issue date,
  - (iii) the par value of issues carried out under this resolution will also be deducted from the blanket ceiling of €35 million referred to in paragraph 3. a. of the 17<sup>th</sup> resolution of this Annual General Meeting, or from the ceiling specified in any resolution with the same purpose which supersedes this resolution during the period of validity of this delegation.

These ceilings do not include the par value of any ordinary shares that may be issued in accordance with the law and any applicable contractual provisions providing for other adjustments, in order to preserve the rights of holders of securities and other rights giving access to the Company's share capital;
5. resolves that the nominal amount of debt securities or related securities giving access, immediately or in the future, to the Company's share capital that may be issued pursuant to this delegation shall not exceed €500 million, or the equivalent of this amount in any other currency or any monetary unit established by reference to a basket of currencies, it being specified that this amount, increased, where appropriate, by any redemption premium in excess of the par value, will be deducted from the overall ceiling of €500 million referred to in paragraph 3. b. of the 17<sup>th</sup> resolution or, where appropriate, from the amount of the ceiling provided by any resolution with the same purpose which supersedes this resolution during the period of validity of this delegation. This ceiling is independent from the amount of debt securities that may be issued or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
6. acknowledges that if the subscriptions do not absorb the total issue, the Board of Directors may use, under the conditions set by the law and in such order as it shall determine, one and/or any of the options provided by Article L. 225-134 of the French Commercial Code, or only some of these options, and in particular those to limit the amount of the transaction to the amount of subscriptions received, provided that, in the event of the issue of ordinary shares or securities whose main security is an ordinary share, that they reach at least three-quarters of the agreed issue;
7. resolves that (i) the issue price of the ordinary shares to be issued directly pursuant to this resolution, or those to which the securities to be issued under this resolution give access, shall, at the Board of Directors' discretion, be equal to (x) the closing price quoted for the Company's shares on the last trading day preceding the pricing date, less a maximum discount of 10%, or (y) the volume-weighted average price quoted for the Company's shares over the last three trading days preceding the pricing date, less a maximum discount of 10%, and (ii) the issue price of securities giving access to the share capital and the number of ordinary shares to be issued on conversion, redemption or exchange of each security giving access to the share capital shall be such that the amount immediately received by the Company (increased, where appropriate, by any amount received subsequently) is, for each share issued as a result of the issue of these securities, at least equal to the price defined in (i) of this paragraph;
8. sets the period of validity of this delegation at twenty-six (26) months as from the date of this Meeting, it being specified that this delegation supersedes all other delegations of authority previously granted in a resolution with the same purpose, and specifically the 22<sup>nd</sup> resolution of the Annual General Meeting of July 25, 2023;
9. delegates full powers to the Board of Directors, with the right to sub-delegate in accordance with the conditions set by the law, to decide on the aforementioned issues and to carry them out in accordance with the terms and conditions that it will determine in accordance with the law, and to suspend said issues.

The Board of Directors may not, except with the prior authorization of the Annual General Meeting, make use of this delegation as from the filing of a public offer for the Company's securities by a third party, until the end of the offer period.



**Resolution no. 20****Delegation of competence to be given to the Board of Directors for the purpose of issuing shares and/or securities giving access, immediately or in the future, to the Company's share capital, reserved for categories of persons meeting defined requirements, with a waiver of shareholders' preemptive subscription rights**

Within the framework of the 17<sup>th</sup> resolution, in the 20<sup>th</sup> resolution shareholders are invited to renew for a further period of 18 months the earlier delegation of competence given to the Board of Directors, with the right to sub-delegate, to issue shares and/or securities giving access, immediately or in the future, to the Company's share capital, to defined categories of investors, without preemptive subscription rights for existing shareholders. This new delegation of competence would supersede the delegation for the same purpose given by the Annual General Meeting of July 23, 2024, which has not been used. It would enable the Company to raise funds among investors in order to continue its growth.

The shares and/or securities giving access to the Company's share capital issued without preemptive subscription rights, would be offered exclusively to (i) financial institutions of French or foreign investment funds or any placement vehicles focused on providing support in the medium term to growth companies in the technology sector or investing on a regular basis or exercising a significant part of their activity in the technology sector, or (ii) French or foreign investment service providers, or any foreign institution with equivalent status, that can guarantee the completion of an issue intended to be placed with the persons referred to in the (i) above and, in this context, to subscribe to the securities issued.

The shares and/or other securities issued under this resolution could be paid-up in cash, or by offsetting against liquid and due receivables, or by capitalization of reserves, earnings or premiums.

This delegation would automatically lead to the waiver by shareholders, in favor of the beneficiaries named in the list drawn up by the Board of Directors, of their preemptive subscription rights to the new shares to which the securities that may be issued pursuant to this resolution would give right.

The Board of Directors may not, except with the prior authorization of the shareholders, make use of this delegation as from the filing of a public offer for the Company's securities by a third party, until the end of the offer period.

**Price**

The issue price of the ordinary shares to be issued directly or to which the securities issued under this resolution would give access would be equal to:

- the closing price quoted for the Company's shares on the last trading day preceding the pricing date, less a maximum discount of 10%; or
- the volume-weighted average price quoted for the Company's shares over the last three trading days preceding the pricing date less a maximum discount of 10%.

Moreover, the issue price of the securities giving access to the Company's share capital would be such that the amount immediately received by the Company (increased, where appropriate, by any amount received subsequently) would, for each ordinary share issued as a result of the issue of these securities, be at least equal to the price set by the Board of Directors for ordinary shares as described above.

**Ceilings**

The maximum aggregate par value of capital increases that may be carried out pursuant to this resolution would be subject to the limits imposed by the regulations applicable on the issue date and would not exceed €7 million.

Issues carried out under this resolution would be deducted:

- from the sub-ceiling of €7 million set in paragraph 3. a. of the 18<sup>th</sup> resolution; and
- from the blanket ceiling of €35 million set in paragraph 3. a. of the 17<sup>th</sup> resolution.

The maximum nominal amount of debt securities or related securities giving access to the Company's share capital that may be issued pursuant to this resolution would not exceed €500 million.

In addition, the aggregate nominal amount of the issues would be deducted from the overall ceiling of €500 million referred to in paragraph 3. b. of the 17<sup>th</sup> resolution.

06

**Twentieth resolution –****Delegation of competence to be given to the Board of Directors for the purpose of issuing shares and/or securities giving access, immediately or in the future, to the Company's share capital, reserved for categories of persons meeting defined requirements, with a waiver of shareholders' preemptive subscription rights**

The Annual 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, and pursuant to the provisions of Articles L. 225-129 *et seq.*, L. 22-10-49, L. 228-91, L. 228-93, L. 225-135 to L. 225-138, L. 22-10-51 and L. 22-10-52 of the French Commercial Code:

1. delegates to the Board of Directors, with the right to sub-delegate in accordance with the conditions set by law, its competence to carry out on one or more occasions, in such amount and at such times as it deems appropriate, in euros, or in foreign currency or any monetary unit established by reference to a basket of currencies, the issue, with a waiver of shareholders' preemptive subscription rights, in France and/or abroad, with or without consideration, ordinary shares and/or securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, giving access by any means, immediately and/or in the future, at any time or on a fixed date, by way of subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other manner, to the Company's share capital (including equity securities giving the right to the allocation of debt securities), it being specified that these ordinary shares and/or securities may be paid-up in cash, or by offsetting against liquid and due receivables, or by capitalization of reserves, earnings or premiums;

2. resolves that any issue of preferred shares and securities giving access to preferred shares is expressly excluded;
3. resolves to waive shareholders' preemptive subscription rights to shares and/or securities giving access to the Company's share capital to be issued and to reserve, as it pertains to this delegation, the right to subscribe to these ordinary shares and/or securities for categories of persons meeting the following requirements: (i) financial institutions or French or foreign investment funds or any placement vehicles focused on providing support in the medium term to growth companies in the technology sector or investing on a regular basis or exercising a significant part of their activity in the technology sector, or (ii) French or foreign investment service providers, or any foreign institution with equivalent status, that can guarantee the completion of an issue intended to be placed with the persons referred to in (i) above and, in this context, to subscribe to the securities issued;

4. delegates to the Board of Directors the competence to set the definitive list of beneficiaries of the waiver of preemptive subscription rights, as well as the authority to set the number of ordinary shares and/or securities that may be allocated to each of them;
5. acknowledges and resolves, where necessary, that this delegation automatically entails, in favor of the beneficiaries on the list approved by the Board of Directors, a waiver by the shareholders of their preemptive subscription rights to the new ordinary shares to which the securities that may be issued pursuant to this resolution would give right;
6. sets the following limits on the issue amounts in the event that the Board of Directors decides to use this delegation of competence:
  - a) the maximum aggregate par value of capital increases that may be carried out, immediately or in the future, pursuant to this delegation of competence, shall not exceed the ceiling of €7 million or the equivalent of this amount in any other currency or any monetary unit established by reference to a basket of currencies, it being specified that:
    - (i) this ceiling applies to this resolution and to the 18<sup>th</sup>, 19<sup>th</sup>, 22<sup>nd</sup> and 23<sup>rd</sup> resolutions of this Annual General Meeting,
    - (ii) the par value of shares issued under this resolution shall be deducted from the sub-ceiling of €7 million specified in paragraph 3. a. of the 18<sup>th</sup> resolution of this Annual General Meeting, or, where appropriate, from the amount of the ceiling specified in any resolution with the same purpose that supersedes this resolution during the period of validity of this delegation, it being further specified that, in any event, issues of securities to the investors concerned by this resolution will be subject to the limits specified in the legal provisions in force on the issue date,
    - (iii) the par value of shares issued under this resolution shall also be deducted from the blanket ceiling of €35 million specified in paragraph 3. a. of the 17<sup>th</sup> resolution of this Annual General Meeting, or, where appropriate, from the amount of the ceiling specified in any resolution with the same purpose that supersedes this resolution during the period of validity of this delegation.

These ceilings do not include the par value of any ordinary shares that may be issued in accordance with the law and any applicable contractual provisions providing for other adjustments, in order to preserve the rights of holders of securities and other rights giving access to the Company's share capital;
- b) the maximum nominal amount of securities representing debt or related securities giving access, either immediately or in the future, to the Company's share capital that may be issued pursuant to this resolution shall not exceed the ceiling of €500 million, or the equivalent of this amount in any other currency or monetary unit established by reference to several currencies, it being specified that the aggregate nominal value of the issued securities, as increased, where appropriate, by any redemption premium in excess of the par value, shall be deducted from the overall ceiling of €500 million specified in paragraph 3. b. of the 17<sup>th</sup> resolution of this Annual General Meeting or, where appropriate, from the amount of the ceiling specified in any resolution with the same purpose which supersedes this resolution during the period of validity of this delegation. This ceiling is independent from the amount of debt securities that may be issued or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
7. resolves that (i) the issue price of ordinary shares issued directly or to which securities issued under this resolution give access, shall, at the Board of Directors' discretion, be equal to (x) the closing price quoted for the Company's shares on the last trading day preceding the pricing date, less a maximum discount of 10%, or (y) the volume-weighted average price quoted for the Company's shares over the last three trading days preceding the pricing date, less a maximum discount of 10%, and (ii) the issue price of securities giving access to the share capital shall be such that the amount immediately received by the Company (increased, where appropriate, by any amount received subsequently) is, for each share issued as a result of the issue of these securities, at least equal to the price defined in (i) of this paragraph;
8. sets the period of validity of this delegation at eighteen (18) months as from the date of this Meeting, it being specified that this delegation supersedes all other delegations of authority previously granted in a resolution with the same purpose, and specifically the 18<sup>th</sup> resolution of the Annual General Meeting of July 23, 2024.
9. delegates full powers to the Board of Directors, with the right to sub-delegate in accordance with the conditions set by the law, to decide on the aforementioned issues and to carry them out in accordance with the terms and conditions that it will determine in accordance with the law, and to suspend said issues.

The Board of Directors may not, except with the prior authorization of the Annual General Meeting, make use of this delegation as from the filing of a public offer for the Company's securities by a third party, until the end of the offer period.

### Resolution no. 21

#### Delegation of competence to be given to the Board of Directors for the purpose of increasing the issue amount, with or without shareholders' preemptive subscription rights, within the limit of 15% of the initial issue

In the 21<sup>st</sup> resolution, the shareholders are invited to renew, for a further period of 26 months, the delegation of competence previously given to the Board of Directors, with the option of sub-delegation, to increase the number of securities issued pursuant to the 17<sup>th</sup> to 20<sup>th</sup> resolutions in the event that an issue is oversubscribed, as provided for in Article L. 225-135-1 of the French Commercial Code. The purpose of this delegation is to give the Board of Directors the flexibility to increase the number of securities offered (as part of an issue of subscription rights, a public offering or a private placement, etc.), for example if demand warrants or to grant a greenshoe option.

This greenshoe option would have to be exercised within 30 days following the close of the subscription period.

Furthermore, it would be completed within the limit:

- (i) of the ceiling or ceilings defined by the applicable resolutions; and
- (ii) of a maximum of 15% of the initial issue, and at the same price as that applied to the initial issue.

This new delegation of competence would supersede the delegation given for the same purpose by the Annual General Meeting of July 25, 2023, which has not been used.

**Twenty-first resolution –****Delegation of competence to be given to the Board of Directors for the purpose of increasing the issue amount, with or without shareholders' preemptive subscription rights, within the limit of 15% of the initial issue**

The Annual General Meeting, under the conditions of quorum and majority for Extraordinary General Meetings, having considered the Board of Directors' report and the Statutory Auditors' report, and pursuant to the provisions of Articles L. 225-135-1 of the French Commercial Code:

1. delegates to the Board of Directors, with the right to sub-delegate in accordance with the conditions set by law, the competence to decide to increase the number of securities to be issued, in the event of an issue of ordinary shares or securities giving access to the Company's share capital, with or without shareholders' preemptive subscription rights, decided pursuant to the 17<sup>th</sup> to 20<sup>th</sup> resolutions of this Annual General Meeting, at the same price as the initial issue and with the same time periods and limits as those provided for by the applicable legal and regulatory provisions at the issue date (currently, within 30 days of the subscription and limited to 15% of the initial issue), subject to the ceiling(s) under which the issue is decided, notably for the purpose of granting a greenshoe option in accordance with market practices, in case of the issue being oversubscribed;

2. sets the period of validity of this delegation at twenty-six (26) months as from the date of this Meeting, it being specified that this delegation supersedes all other delegations of competence previously granted in a resolution with the same purpose, and specifically the 24<sup>th</sup> resolution of the Annual General Meeting of July 25, 2023;

3. delegates to the Board of Directors, with the right to sub-delegate, all powers necessary to implement this delegation in accordance with the conditions set by law and the Company's by-laws.

The Board of Directors may not, except with the prior authorization of the Annual General Meeting, make use of this delegation as from the filing of a public offer for the Company's securities by a third party, until the end of the offer period.

**Resolution no. 22****Delegation of powers to be granted to the Board of Directors for the purpose of issuing shares and/or securities giving access, immediately or in the future, to the Company's share capital as consideration for contributions in kind consisting of shares or securities giving access to the share capital**

In the 22<sup>nd</sup> resolution, the shareholders are invited to renew, for a further period of 26 months from the date of the Annual General Meeting, the delegation of powers previously given to the Board of Directors, with the option of sub-delegation, to issue shares or securities giving access to the Company's share capital representing up to 10% of the capital as consideration for in-kind contributions to the Company of shares or other securities. This new delegation of powers would supersede the delegation given for the same purpose by the Annual General Meeting of July 25, 2023, which has not been used.

The Board of Directors would have the powers required to carry out, upon the contribution auditors' report, increases in the share capital, through the issue of ordinary shares and/or securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, giving access by any means, immediately and/or in the future, at any time or on a fixed date, by way of subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other manner, to the Company's share capital (including equity securities giving the right to the allocation of debt securities), as consideration for contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable.

The Board of Directors may not, except with the prior authorization of the Annual General Meeting, make use of this delegation as from the filing of a public offer for the Company's securities by a third party, until the end of the offer period.

**Ceilings**

The maximum aggregate par value of capital increases that may be carried out pursuant to this resolution would be subject to the limits imposed by the regulations applicable on the issue date and would not exceed €7 million.

Issues carried out under this resolution would be deducted:

- from the sub-ceiling of €7 million set in paragraph 3. a. of the 18<sup>th</sup> resolution; and
- from the blanket ceiling of €35 million set in paragraph 3. a. of the 17<sup>th</sup> resolution.

In any event, the issues carried out pursuant to this delegation of powers would not exceed 10% of the share capital at the date of the Board of Directors' decision to use this delegation.

The maximum nominal amount of debt securities or related securities giving access to the Company's share capital that may be issued pursuant to this resolution would not exceed €500 million.

In addition, the aggregate nominal amount of the issues would be deducted from the overall ceiling of €500 million referred to in paragraph 3. b. of the 17<sup>th</sup> resolution.

**Twenty-second resolution –****Delegation of powers to be granted to the Board of Directors for the purpose of issuing shares and/or securities giving access, immediately or in the future, to the Company's share capital as consideration for contributions in kind consisting of shares or securities giving access to shares**

The Annual General Meeting, under the conditions of quorum and majority for Extraordinary General Meetings, having considered the Board of Directors' report and the Statutory Auditors' report, and in accordance with the provisions of the French Commercial Code and specifically Articles L. 225-129, L. 225-129-2, L. 225-147, L. 22-10-53 and L. 228-91 *et seq.*:

1. delegates to the Board of Directors, with the right to sub-delegate in accordance with the conditions set by law and the Company's by-laws, the powers required to carry out, upon the contribution auditors' report, increases in the share capital, through the issue of ordinary shares and/or securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, giving access by any means, immediately and/or in the future, at any time or on a fixed date, by way of subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other manner, to the Company's share capital (including equity securities giving the right to the allocation of debt securities), as consideration for contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;
2. resolves that any issue of preferred shares and securities giving access to preferred shares is expressly excluded;
3. resolves that the maximum nominal amount of capital increases that may be carried out, immediately or in the future, pursuant to this delegation of powers, may not exceed a ceiling of €7 million, or the equivalent of this amount in any other currency or any monetary unit established by reference to a basket of currencies, it being specified that:
  - (i) this ceiling applies to this resolution and to the 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup> and 23<sup>rd</sup> resolutions of this Annual General Meeting,
  - (ii) this amount shall be deducted from the sub-ceiling of €7 million specified in paragraph 3. a. of the 18<sup>th</sup> resolution of this Annual General Meeting, or from the amount of the ceiling specified in any resolution with the same purpose that supersedes this resolution during the period of validity of this delegation, it being specified that, in any event, issues of securities pursuant to this resolution will be subject to the limits specified in the legal provisions in force on the issue date, and
  - (iii) this amount shall also be deducted from the blanket ceiling of €35 million referred to in paragraph 3. a. of the 17<sup>th</sup> resolution of this Annual General Meeting or from the amount of the ceiling specified in any resolution with the same purpose which supersedes this resolution during the period of validity of this delegation;

These ceilings do not include the par value of any ordinary shares that may be issued in accordance with the law and any applicable contractual provisions providing for other adjustments, in order to preserve the rights of holders of securities and other rights giving access to the Company's share capital.

In any event, the issue of ordinary shares and securities giving access to the share capital pursuant to this delegation of powers shall not exceed 10% of the share capital at the date of the Board of Directors' decision to implement the delegation;

4. resolves that the maximum nominal amount of debt securities or related securities giving access, immediately or in the future, to the Company's share capital that may be issued pursuant to this resolution shall not exceed the ceiling of €500 million, or the equivalent of this amount in any other currency or monetary unit established by reference to a basket of currencies, it being specified that this amount, increased, where appropriate, by any redemption premium in excess of the par value, shall be deducted from the overall ceiling of €500 million referred to in paragraph 3. b. of the 17<sup>th</sup> resolution of this Annual General Meeting or, where appropriate, from the ceiling provided by a resolution with the same purpose which supersedes this resolution during the period of validity of this delegation. This ceiling is independent from the amount of debt securities that may be issued or

authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;

5. sets the period of validity of this delegation at twenty-six (26) months as from the date of this Meeting, it being specified that this delegation supersedes all other delegations of powers previously granted in a resolution with the same purpose, and specifically the 26<sup>th</sup> resolution of the Annual General Meeting of July 25, 2023;
6. delegates all powers to the Board of Directors, with the right to sub-delegate, to decide on the aforementioned issues and to carry them out in accordance with the terms and conditions it will determine in accordance with the law, and in particular to:
  - vote on the contribution auditors' report, on the valuation of the contributions and, if applicable, the amount of any cash portion to be paid,
  - decide on the issue of ordinary shares and/or securities giving access, immediately or in the future, to the Company's share capital, as consideration for the contributions,
  - establish the list of equity securities and securities giving access to the share capital that are contributed, approve the valuation of the contribution, set the conditions for the issue of ordinary shares and/or securities as consideration for the contributions, approve the grant of specific benefits, and reduce, if the contributors agree, the valuation of the contributions or the consideration for the specific benefits,
  - determine the number, modalities and features of the ordinary shares and/or securities to be issued as consideration for the contributions, as well as their terms and conditions, and if applicable, the amount of the premium, and make a decision on the valuation of the contribution and the granting of any specific benefits,
  - set the terms and conditions under which the Company would have, if applicable, the right to purchase or exchange the securities giving access to the share capital on the stock market, at any time or during set periods, for the purpose of canceling them or not, depending on the legal provisions,
  - suspend, where appropriate, the exercise of rights attached to these securities for a maximum time period of three months under the conditions and the limits provided by laws and regulations,
  - at its sole discretion, deduct the costs of capital increases from the amount of related premiums and take from this amount the sums required to bring the legal reserve to one-tenth of the new share capital after each increase,
  - determine and carry out all adjustments to take into account the impact of the transactions on the Company's capital or equity, notably in the event of modifications to the par value of ordinary shares, capital increases by capitalization of reserves, earnings or premiums, the allocation of free shares, stock splits or reverse stock splits, distribution of dividends, reserves or premiums or all other assets, capital amortization, or all other transactions in the capital or equity (including in the event of a public offer and/or change of control), and set all other modalities to ensure, where appropriate, the preservation of the rights of holders of securities giving access to the share capital or other rights giving access to the share capital (including by way of cash adjustments),
  - generally, take all appropriate measures, conclude all agreements, obtain all authorizations, carry out all formalities and do all that is necessary to ensure the successful completion of the issue or stay the implementation thereof, and notably record the completion of any capital increases resulting from any issue carried out under this delegation, amend the by-laws accordingly, and request the listing of any securities issued as a result of this delegation.

The Board of Directors may not, except with the prior authorization of the Annual General Meeting, make use of this delegation as from the filing of a public offer for the Company's securities by a third party, until the end of the offer period.

**Resolution no. 23****Delegation of competence to be given to the Board of Directors for the purpose of carrying out a capital increase by way of the issue of shares and/or securities giving access, immediately or in the future, to the Company's capital as consideration for securities contributed as part of a public exchange offer initiated by the Company**

The purpose of the 23<sup>rd</sup> resolution is to renew, for a further period of 26 months as from this Annual General Meeting, the delegation of competence previously given to the Board of Directors, with the right to sub-delegate, to issue shares and/or securities giving access to the Company's capital as consideration for securities tendered to a public exchange offer initiated by the Company. This new delegation of competence would supersede the delegation given for the same purpose by the Annual General Meeting of July 25, 2023, which has not been used.

The Board of Directors would be authorized to decide on the issue, on one or more occasions, in such amount and at such times it deems appropriate, in euros, foreign currencies or in any other accounting unit established by reference to a basket of currencies, of ordinary shares and/or securities giving access, immediately and/or in the future, at any time or on a fixed date, by way of subscription, conversion, exchange, redemption, presentation of a warrant or in any other manner, to the share capital of the Company, against payment or free of charge, as consideration for shares tendered to a public exchange offer launched in France or abroad, in accordance with the local regulations, by the Company for its shares or the shares of any other company admitted to trading on one of the regulated markets described in Article L. 22-10-54 of the French Commercial Code.

This delegation would be valid for any other transaction having the same effect as a public exchange offer initiated by the Company for its own securities or the securities of another company whose shares are admitted for trading on a regulated market governed by foreign law, or which may be assimilated therewith.

The shareholders would not have preemptive subscription rights to any shares and/or securities that may be issued under this delegation. These would in fact be intended solely as consideration for any securities tendered to a public exchange offer initiated by the Company.

The Board of Directors may not, except with the prior authorization of the Annual General Meeting, make use of this delegation as from the filing of a public offer for the Company's securities by a third party, until the end of the offer period.

**Price**

The price of the shares and/or securities issued under this delegation would be set in accordance with the laws governing public exchange offers.

**Ceilings**

The maximum aggregate par value of capital increases that may be carried out, immediately or in the future, pursuant to this resolution would be subject to the limits imposed by the regulations applicable on the issue date and would not exceed €7 million.

Issues carried out under this resolution would be deducted:

- from the sub-ceiling of €7 million set in paragraph 3. a. of the 18<sup>th</sup> resolution, and
- from the blanket ceiling of €35 million set in paragraph 3. a. of the 17<sup>th</sup> resolution.

The maximum nominal amount of debt securities or related securities giving access to the Company's share capital that may be issued pursuant to this resolution would not exceed €500 million.

The aggregate nominal amount of debt securities issued under this resolution would be deducted from the overall ceiling of €500 million specified in paragraph 3. b. of the 17<sup>th</sup> resolution.

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**Twenty-third resolution –****Delegation of competence to be given to the Board of Directors for the purpose of carrying out a capital increase by way of the issue of shares and/or securities giving access, immediately or in the future, to the Company's capital as consideration for securities contributed as part of a public exchange offer initiated by the Company**

The Annual General Meeting, under the conditions of quorum and majority for Extraordinary General Meetings, having considered the Board of Directors' report and the Statutory Auditors' report, in accordance with Articles L. 225-129, L. 22-10-54, and L. 228-91 of the French Commercial Code:

1. delegates to the Board of Directors, with the right to sub-delegate in accordance with the conditions set by law, its competence to decide, on one or more occasions, in such amount and at such times it deems appropriate, in euros, or a foreign currency, or any monetary unit established by reference to a basket of currencies, the issue of ordinary shares and/or securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, giving access, immediately and/or in the future, at any time or on a fixed date, by way of subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other manner, to the Company's share capital, against payment or free of charge, as consideration for securities that may be contributed as part of a public exchange offer initiated in France or abroad, according to local regulations, by the Company on its securities or the securities of another company admitted to trading on one of the regulated markets indicated in Article L. 22-10-54 of the French Commercial Code (including all other transactions with the same impact as a public exchange offer initiated by the Company on its own securities or the securities of any other company admitted to trading on a regulated market under foreign law, or equivalent);
2. resolves that any issue of preferred shares and securities giving access to preferred shares is expressly excluded;
3. resolves that the maximum nominal amount of capital increases that may be carried out, immediately or in the future, pursuant to this delegation of competence, shall not exceed the ceiling of €7 million, or the equivalent of this amount in any other currency or any monetary unit established by reference to a basket of currencies, it being specified that:
  - (i) this ceiling applies to this resolution and to the 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup> and 22<sup>nd</sup> resolutions of this Annual General Meeting,
  - (ii) the par value of shares issued under this resolution shall be deducted from the sub-ceiling of €7 million specified in paragraph 3. a. of the 18<sup>th</sup> resolution of this Meeting or from the ceiling specified in any resolution with the same purpose which supersedes this resolution during the period of validity of this delegation, it being specified that these capital increases will not be subject to the pricing rules set out in the 19<sup>th</sup> resolution, and
  - (iii) from the blanket ceiling of €35 million specified in paragraph 3. a. of the 17<sup>th</sup> resolution of this Annual General Meeting, or from the ceiling specified in any resolution with the same purpose which supersedes this resolution during the period of validity of this delegation.

These ceilings do not include the par value of any ordinary shares that may be issued in accordance with the law and any applicable contractual provisions providing for other adjustments, in order to preserve the rights of holders of securities and other rights giving access to the Company's share capital;



4. resolves that the maximum nominal amount of debt securities or related securities giving access, immediately or in the future, to the Company's share capital that may be issued pursuant to this resolution shall not exceed the ceiling of €500 million, or the equivalent of this amount in any other currency or monetary unit established by reference to a basket of currencies, it being specified that this amount, increased, where appropriate, by any redemption premium in excess of the par value, shall be deducted from the overall ceiling of €500 million referred to in paragraph 3. b. of the 17<sup>th</sup> resolution of this Annual General Meeting or, where appropriate, from the ceiling provided by a resolution with the same purpose which supersedes this resolution during the period of validity of this delegation. This ceiling is independent from the amount of debt securities that may be issued or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
5. acknowledges that the shareholders of the Company will not be entitled to preemptive subscription rights to the ordinary shares and/or securities that would be issued under this delegation, the latter solely being issued as consideration for shares contributed within the framework of a public exchange offer initiated by the Company;
6. acknowledges that the price of the ordinary shares and/or securities that would be issued pursuant to this resolution shall be set in accordance with the laws and regulations concerning public exchange offers;
7. sets the period of validity of this delegation at twenty-six (26) months as from the date of this Meeting, it being specified that this delegation supersedes all other delegations of authority previously granted in a resolution with the same purpose, and specifically the 28<sup>th</sup> resolution of the Annual General Meeting of July 25, 2023;
8. delegates all powers to the Board of Directors, with the right to sub-delegate, to carry out the aforementioned issues in accordance with the terms it will determine in compliance with the law, and to suspend said issues.

The Board of Directors may not, except with the prior authorization of the Annual General Meeting, make use of this authorization as from the filing of a public offer for the Company's securities by a third party, until the end of the offer period.

### Resolution no. 24

#### Delegation of competence to be given to the Board of Directors for the purpose of increasing the share capital by capitalizing premiums, reserves, profits, or any other items that may be capitalized

The purpose of the 24<sup>th</sup> resolution is to renew, for a further period of 26 months as from the Annual General Meeting, the delegation of competence previously given to the Board of Directors, with the right to sub-delegate, to increase the Company's share capital, on one or more occasions, in such amount and at such times as it deems appropriate, by successively or simultaneously capitalizing premiums, reserves, profits, or any other items that may be capitalized. This new delegation of competence would supersede the delegation given for the same purpose by the Annual General Meeting of July 25, 2023, which has not been used.

Such capital increases would be carried out by issuing free shares or increasing the par value of existing shares, or a combination of these two methods. In the event of a capital increase carried out by issuing free shares, any rights to fractional shares would be non-transferable and the corresponding securities would be sold, with the proceeds from the sale allocated to the holders of these rights on the basis defined by law.

The Board of Directors may not, except with the prior authorization of the Annual General Meeting, make use of this delegation as from the filing of a public offer for the Company's securities by a third party, until the end of the offer period.

#### Ceilings

The maximum aggregate par value of capital increases that may be carried out, immediately or in the future, pursuant to this resolution would not exceed the total capitalizable amounts or the blanket ceiling of €35 million, or the equivalent of this amount in any other currency.

The par value of capital increases carried out under this resolution would be deducted from the blanket ceiling of €35 million specified in paragraph 3. a. of the 17<sup>th</sup> resolution of this Annual General Meeting.

### Twenty-fourth resolution –

#### Delegation of competence to be given to the Board of Directors for the purpose of increasing the share capital by capitalizing premiums, reserves, profits, or any other items that may be capitalized

The Annual 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, and pursuant to the provisions of Articles L. 225-129, L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegates to the Board of Directors, with the right to sub-delegate in accordance with the conditions set by law and the Company's by-laws, its competence to carry out a share capital increase, on one or more occasions, in the proportion and at the times it deems appropriate, by successively or simultaneously capitalizing premiums, reserves, earnings, or any other items that may be capitalized and issuing new ordinary shares or increasing the par value of existing ordinary shares or applying a combination of these two methods;
2. resolves that the maximum aggregate par value of capital increases that may be carried out, immediately or in the future, pursuant to this delegation of competence, shall not exceed the total value of the amounts which can be capitalized or €35 million, nor the equivalent of this amount in any other currency or any monetary unit established by reference to a basket of currencies, it being specified that the capital increase(s) will be deducted from the blanket ceiling of €35 million specified in paragraph 3. a. of the 17<sup>th</sup> resolution of this Annual General Meeting or from the ceiling specified in any resolution with the same purpose which supersedes this resolution during the period of validity of this delegation. These ceilings do not include the par value of any

ordinary shares that may be issued in accordance with the law and any applicable contractual provisions providing for other adjustments, in order to preserve the rights of holders of securities and other rights giving access to the Company's share capital;

3. resolves that, in case of an increase in capital through the issue of free shares, in accordance with Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, any rights to fractional shares shall not be transferable and the corresponding shares shall be sold, with the proceeds of the sale allocated to the holders of these rights on the basis defined by law;
4. sets the period of validity of this delegation at twenty-six (26) months as from the date of this Meeting, it being specified that this delegation supersedes all other delegations of competence previously granted in a resolution with the same purpose, and specifically the 27<sup>th</sup> resolution of the Annual General Meeting of July 25, 2023;
5. delegates full powers to the Board of Directors, with the right to sub-delegate to decide on the aforementioned issues in accordance with the terms and conditions that it will determine in accordance with the law, and to suspend said issues.

The Board of Directors may not, except with the prior authorization of the Annual General Meeting, make use of this delegation as from the filing of a public offer for the Company's securities by a third party, until the end of the offer period.

**Resolution no. 25****Delegation of competence to be given to the Board of Directors for the purpose of carrying out one or more share capital increases by way of the issue of shares and/or securities giving access to the Company's share capital reserved for members of a company savings plan, with a waiver of shareholders' preemptive subscription rights**

In the 25<sup>th</sup> resolution, the shareholders are invited to renew, for a further 26 months, the delegation of competence previously given to the Board of Directors for the purpose of carrying out one or more capital increases reserved for members of a company or group savings plan, up to a total maximum par value of €710,000, i.e., approximately 1% of the share capital at May 27, 2025, it being specified that share issues carried out under this resolution would be deducted from the blanket ceiling of €35 million specified in paragraph 3. a. of the 17<sup>th</sup> resolution of this Annual General Meeting. This new delegation of competence would supersede the delegation for the same purpose given by the Annual General Meeting of July 23, 2024, which has not been used.

The shareholders are asked to waive their preemptive subscription rights to the shares and securities that would give access to the share capital issued under this delegation of competence, in favor of the beneficiaries indicated above.

The issue price of the new shares or securities giving access to the share capital would be determined under the conditions stipulated in Articles L. 3332-18 *et seq.* of the French Labor Code and would be equal to at least 70% of the average price quoted for the share on the Euronext Paris regulated market over the 20 trading sessions preceding the decision setting the opening date for the subscription period to the capital increase reserved for members of a company savings plan, in accordance with Article L. 3332-19 of the French Labor Code, or at least 60% of this average price if the lock-up period provided for in the plan in application of Articles L. 3332-25 and L. 3332-26 of the French Labor Code is greater than or equal to ten years.

This resolution is proposed in accordance with Article L. 225-129-6 of the French Commercial Code which states that an extraordinary resolution to carry out a capital increase pursuant to Articles L. 3332-18 to L. 3332-24 of the French Labor Code must be proposed if the Annual General Meeting has given a delegation of competence to carry out a capital increase for cash.

**Twenty-fifth resolution –****Delegation of competence to be given to the Board of Directors for the purpose of carrying out one or more share capital increases by way of the issue of shares and/or securities giving access to the Company's share capital reserved for members of a company savings plan, with a waiver of shareholders' preemptive subscription rights**

The Annual 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' report, in accordance with the provisions of Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-138, L. 225-138-1, L. 228-91 and L. 228-92 of the French Commercial Code, and Articles L. 3332-18 *et seq.* of the French Labor Code:

1. delegates to the Board of Directors, with the right to sub-delegate in accordance with the conditions set by law, its competence to decide on an increase of the share capital, on one or more occasions, in such amount and at such times as it deems appropriate, in euros, foreign currency or any monetary unit established by reference to a basket of currencies, with a waiver of shareholders' preemptive subscription rights, in France and/or abroad, with or without consideration, for a maximum aggregate par value of €710,000, through the issue of shares and/or securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, giving access by any means, immediately and/or in the future, at any time or on a fixed date, by way of subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other manner, to the Company's share capital (including equity securities giving the right to the allocation of debt securities), reserved for members of one or several company savings plans (or any other plan for the members of which a share capital increase may be reserved under equivalent conditions pursuant to Article L. 332-18 *et seq.* of the French Labor Code) that may be set up within the Group comprised of the Company and the French or foreign companies within the scope of consolidation of the Company's financial statements in application of Article L. 3344-1 of the French Labor Code, it being specified that (i) the maximum aggregate par value of capital increases that may be carried out, immediately or in the future, pursuant to this delegation shall be deducted from the blanket ceiling of €35 million specified in paragraph 3. a. of the 17<sup>th</sup> resolution of this Annual General Meeting, or, where appropriate, from the ceiling provided by any resolution with the same purpose which supersedes this resolution during the period of validity of this delegation (not including the par value of any ordinary shares that may be issued in accordance with the law and any applicable contractual provisions providing for other
- adjustments, in order to preserve the rights of holders of securities and other rights giving access to the Company's capital) and (ii) the maximum nominal amount of debt securities or related securities giving access, immediately or in the future, to the Company's capital, that may be issued under this delegation will be increased by any redemption premium in excess of the par value and will be deducted from the overall ceiling of €500 million specified in paragraph 3. b. of the 17<sup>th</sup> resolution of this Annual General Meeting, or from the amount of the ceiling specified in any resolution with the same purpose which supersedes this resolution during the period of validity of this delegation;
2. resolves that the issue price of the new shares or securities giving access to the share capital will be determined under the conditions stipulated in Articles L. 3332-18 *et seq.* of the French Labor Code and will be equal to at least 70% of the average price quoted for the share on the Euronext Paris regulated market over the 20 trading sessions preceding the decision setting the opening date for the subscription period to the capital increase reserved for members of a company savings plan, in accordance with Article L. 3332-19 of the French Labor Code, or at least 60% of this price if the lock-up period provided in the plan in application of Articles L. 3332-25 and L. 3332-26 of the French Labor Code is greater than or equal to ten years (the "Reference Price"); however, the Annual General Meeting expressly authorizes the Board of Directors, if it sees fit, to reduce or eliminate the aforementioned discount, within the legal and regulatory limits, to take into account, notably, of locally applicable legal, accounting, tax and employee compensation rules and market practices;
3. authorizes the Board of Directors to allocate, without consideration, to the beneficiaries listed above, in addition to the shares or securities giving access to the share capital subscribed in cash, new or existing shares or securities giving access to the share capital as full or partial compensation for any discount versus the Reference Price and/or as the employer's matching contribution, provided that the benefit represented by this allocation shall not exceed the legal or regulatory limits in application of Articles L. 3332-18 *et seq.* and L. 3332-11 *et seq.* of the French Labor Code;



4. resolves to waive, for the benefit of the aforementioned beneficiaries, shareholders' preemptive subscription rights to shares and securities giving access to the share capital, the issue of which is the subject of this delegation, said shareholders waiving, in case of a free allocation to the aforementioned beneficiaries of shares and securities giving access to the share capital, all rights to said shares and securities giving access to the share capital, including the portion of the reserves, profits or premiums incorporated in the share capital, in proportion to the number of free shares allocated pursuant to this resolution;
5. authorizes the Board of Directors, under the conditions of this delegation, to carry out sales of shares to members of a company savings plan as provided by Article L. 3332-24 of the French Labor Code, it being specified that the par value of the shares sold with a discount for the benefit of members of one or more employee savings plans indicated in this resolution shall be deducted from and subject to the ceilings indicated in paragraph 1 above;
6. delegates full powers to the Board of Directors, with the right to sub-delegate, to carry out the aforementioned issues in accordance with the terms it will determine in compliance with the law, and in particular to:
  - establish, in accordance with the law, the list of companies for which the members of one or more company savings plans may subscribe to the shares or securities giving access to the share capital that are issued and benefit, where appropriate, from the shares and securities giving access to the share capital allocated free of charge,
  - resolve that the subscriptions may be made directly by the beneficiaries, members of a company savings plan, or through a company mutual fund or other structures or entities permitted under applicable legal or regulatory provisions,
  - determine the conditions, in particular seniority, that the beneficiaries of the share capital increases provided for in this delegation must meet,
  - set subscription opening and closing dates,
  - set the amount of the capital increases that will be carried out under this delegation of competence and in particular, to set the issue price, dates, periods, procedures and conditions of subscription, payment, delivery and enjoyment of shares (even retroactive), reduction rules to be applied in case of over subscription, and all other terms and conditions for the issue, within the applicable legal and regulatory limits,
  - determine and carry out all adjustments to take into account the impact of the transactions on the Company's capital or equity, notably in the event of modifications to the par value of shares, capital increases by capitalization of reserves, earnings or premiums, the allocation of free shares, stock splits or reverse stock splits, distribution of dividends, reserves or premiums or all other assets, capital amortization, or all other transactions in the capital or equity (including in the event of a public offer and/or change of control), and set all other modalities to ensure, where appropriate, the preservation of the rights of holders of securities giving access to the share capital or other rights giving access to the share capital (including by way of cash adjustments),
  - in the case of a free allocation of shares or securities giving access to the share capital, determine the type, the characteristics and the number of shares or securities giving access to the share capital to be issued, the number to be allocated to each beneficiary, and to determine the dates, periods, terms and conditions for the allocation of these shares or securities giving access to the share capital, within the applicable legal and regulatory limits and, in particular, to choose either to fully or partially substitute the allocation of these shares or securities giving access to the share capital for a discount on the Reference Price provided for herein, or to charge the equivalent value of these shares against the total amount of the employer's contribution, or to combine these two options,
  - in the event of an issue of new shares being allocated free of charge, where appropriate, deduct the sums necessary to pay up said shares from reserves, profits or premiums,
  - place on record the completion of capital increases with the number of shares subscribed (after reductions in the event of over subscription),
  - where appropriate, deduct the costs of capital increases from the amount of related premiums and take from this amount the sums required to bring the legal reserve to one-tenth of the new share capital after each increase,
  - enter into any agreements, carry out all transactions, directly or indirectly through an agent, including completing all necessary formalities further to the capital increases and the corresponding amendments to the by-laws, and, generally, enter into any agreement, in particular to ensure the successful conclusion of the planned issues, take all measures and decisions, and carry out all formalities appropriate for the issue, admission to trading and financial servicing of the shares issued by virtue of this delegation, as well as the exercise of the rights attached thereto or resulting from the completed capital increases.

This delegation of competence is valid for a period of twenty-six (26) months as from the date of this Meeting, it being specified that this delegation supersedes all other delegations of competence previously granted in a resolution with the same purpose, and specifically the 19<sup>th</sup> resolution of the Annual General Meeting of July 23, 2024.

## Resolutions no. 26 to 28

### Changes to the by-laws

#### Amendment to Article 15 (Resolutions of the Board of Directors) of the Company's by-laws

In order to comply with the new provisions of Articles L. 22-10-3-1 and L. 225-37 of the French Commercial Code, as amended by the Attractiveness Act, **in the 26<sup>th</sup> resolution** shareholders are asked to amend Article 15 of the Company's by-laws relating to the resolutions of the Board of Directors, in order to (i) clarify in the Board of Directors' Internal Regulation the terms and conditions governing decisions of the Board of Directors made by written consultation and (ii) provide for the possibility for any director to object to the use of the written consultation process.

#### Amendment to Article 11 (Crossing of thresholds) of the Company's by-laws

The 27<sup>th</sup> resolution proposes lowering the disclosure threshold and reducing the disclosure deadline specified in Article 11 of the by-laws. The threshold is currently set at 3% of the capital or voting rights, with a disclosure deadline of 15 calendar days. It would be reduced to 1% of the capital or voting rights to be disclosed until 10% and 3% of the capital or voting rights to be disclosed above 10%, with a disclosure deadline of four trading days as it is the case when crossing legal thresholds. The amended article would specify that these disclosure obligations would apply to the intermediaries that keep the securities accounts of owners of shares who are not domiciled in France, and that, as in the case of statutory disclosure thresholds, the disclosure requirements would also concern share-settled derivatives.

In a changing stock market environment, share prices are more volatile and the Company believes it needs a more detailed understanding of its shareholder base in order to engage with shareholders in a more effective and relevant way.

#### Harmonization of the Company's by-laws

**In the 28<sup>th</sup> resolution**, shareholders are asked to approve amendments to the by-laws designed to bring them into line with current legal provisions by:

- specifying that the Board of Directors may sub-delegate to the Chief Executive Officer the powers received from the Extraordinary General Meeting to (i) carry out a capital increase, on one or several occasions, set the terms and conditions and place the change of capital on record, or (ii) carry out a capital reduction, and (iii) amend the by-laws to reflect the new capital;
- deleting the obsolete reference to videoconferencing and retaining only the reference to telecommunication systems as the method that may be used by directors to participate in Board meetings, in order to comply with the new provisions of Article L. 225-37 of the French Commercial Code, as amended by the Attractiveness Act;
- replacing the obsolete reference to remote transmission or videoconferencing with a reference to the use of telecommunication or electronic methods by shareholders to participate and vote at General Meetings, in order to comply with the new provisions of Article L. 225-103-1 of the French Commercial Code, as amended by the Attractiveness Act;
- deleting Article 30 of the Company's by-laws concerning the purchase by the Company of an asset belonging to a shareholder, which is no longer relevant; and
- deleting the obsolete references to the Company's first two years of existence and first two fiscal years from Article 31 relating to the transformation of the Company.

These amendments concern Articles 5 (Changes to the share capital), 15 (Resolutions of the Board of Directors), 21 (Meetings), 23 (Ordinary General Meeting), 24 (Extraordinary General Meeting), 30 (Purchase by the Company of an asset belonging to a shareholder) and 31 (Transformation).

## Twenty-sixth resolution –

### Amendment to Article 15 (Resolutions of the Board of Directors) of the Company's by-laws

The Annual General Meeting, under the conditions of quorum and majority required for Extraordinary General Meetings, having considered the Board of Directors' report, resolves to amend Article 15 of the by-laws relating to the resolutions of the Board of Directors, in order to (i) clarify the terms and conditions governing decisions of the Board of Directors made by written consultation and (ii) provide for the possibility for any director to object to the use of the written consultation process.

Consequently, the Annual General Meeting resolves to modify Article 15.4 of the Company's by-laws as follows:

Previous wording	New wording
<p><b>Article 15 – RESOLUTIONS OF THE BOARD OF DIRECTORS</b></p> <p>"[...]</p> <p>4 – Notwithstanding any provision to the contrary, the Board of Directors may make decisions via written consultation of the directors in accordance with the conditions prescribed by relevant regulations."</p>	<p><b>Article 15 – RESOLUTIONS OF THE BOARD OF DIRECTORS</b></p> <p>"[...]</p> <p>4 – Notwithstanding any provision to the contrary, the Board of Directors may make decisions via written consultation of the directors in accordance with the conditions <b>of time and form (including, where applicable, electronically) and other conditions set by the Board of Directors' Internal Regulation.</b></p> <p><b>Any director may object to the use of the written consultation procedure, within the period stipulated in the notice of meeting."</b></p>

The other provisions of Article 15 remain unchanged.

The Annual General Meeting gives full powers to the Board of Directors, with the option to sub-delegate such powers to the Chief Executive Officer in accordance with the law, to complete all procedures and formalities related to or arising from the adoption of this resolution, including making any necessary amendments to the by-laws to give effect to this resolution.

## Twenty-seventh resolution – Amendment to Article 11 (Crossing of thresholds) of the Company's by-laws

The Annual General Meeting, under the conditions of quorum and majority required for Extraordinary General Meetings, having considered the Board of Directors' report, resolves to lower the disclosure threshold above which shareholders are required to disclose the number of shares and voting rights held, to specify the cases of assimilation and to reduce the deadline for notifying the Company that a threshold has been crossed.

The Annual General Meeting therefore resolves to amend Article 11 of the Company's by-laws as follows:

### Previous wording

#### Article 11 – CROSSING OF THRESHOLDS

*Any Shareholder, acting alone or in concert, without prejudice to the thresholds referred to in Article L. 233-7, paragraph 1 of the French Commercial Code, holding directly or indirectly at least 3% of the capital or voting rights of the Company is required to inform the Company, by registered letter with acknowledge of receipt addressed to the registered office, within a period of 15 days from the crossing of the ownership threshold.*

*Said declaration must also be made when the stake in the share capital falls below the abovementioned threshold.*

*Furthermore, it must also state the number of shares already issued or the voting rights that it may acquire or dispose of by virtue of an agreement or financial instrument as provided at point b) of the third paragraph of Article L. 233-7 of the French Commercial Code.*

*Non-compliance with the declarations of the crossing of thresholds, both legal and statutory, gives rise to the removal of voting rights under the conditions laid down by Article L. 233-14 of the French Commercial Code at the request of one or several shareholders holding together at least 3% of the capital or voting rights of the Company."*

### New wording

#### Article 11 – CROSSING OF THRESHOLDS

*"Any individual or legal entity that comes to hold or ceases to hold, in any form whatsoever and taking into account the cases of assimilation provided for in the legislation applicable to the crossing of legal thresholds, (i) one percent (1%) of the capital or voting right until 10%, and (ii) above 10%, three percent (3%) of the capital or voting right, or any multiple thereof, including above the legal and regulatory disclosure thresholds, must inform the Company of the total number of shares or securities giving future access to the capital and the number of voting rights held, alone or indirectly or in concert, by registered letter with acknowledgment of receipt sent to the Company's registered office within four (4) trading days of any of these thresholds being crossed. If a disclosure threshold is crossed as a result of a share purchase or sale on the stock market, the four (4) day period begins on the trade date and not the settlement/delivery date.*

*The above disclosure obligations also apply, under the conditions and subject to the penalties provided for in the applicable laws and regulations, to intermediaries that are registered with the Company as the managers of the securities accounts of owners of shares who are not domiciled in France, as defined by the provisions of the French Civil Code.*

*In the event of failure to comply with this disclosure obligation or of any disclosure irregularities, at the request of one or more shareholders together holding three percent (3%) of the share capital or voting rights, voting rights in excess of the percentage that should have been disclosed will not be exercisable by the shareholder concerned, either directly or by proxy, at any General Meeting held within two years of the failure being remedied."*

The Annual General Meeting gives full powers to the Board of Directors, with the option to sub-delegate such powers to the Chief Executive Officer in accordance with the law, to complete all procedures and formalities related to or arising from the adoption of this resolution, including making any necessary amendments to the by-laws to give effect to this resolution.

## Twenty-eighth resolution – Harmonization of by-laws

The Annual General Meeting, under the conditions of quorum and majority required for Extraordinary General Meetings, having considered the Board of Directors' report, resolves:

Concerning changes to the share capital:

- to bring Article 5 of the Company's by-laws into line with the provisions of Article L. 22-10-49 of the French Commercial Code by amending the last paragraph of Article 5.1 and the last paragraph of Article 5.2 of the Company's by-laws as follows:

### Previous wording

#### Article 5 – CHANGES TO THE SHARE CAPITAL

"[...]

*The Extraordinary Shareholders' General Meeting may delegate the necessary powers to the Board of Directors, which in turn may sub-delegate said powers to the **Chairman**, to perform the capital increase, in one or several installments, to determine the terms of the procedure, perform its implementation and amend the by-laws accordingly.*

**2 –** *The Extraordinary Shareholders' General Meeting may also decide on or authorize a capital decrease for any reason and in any manner whatsoever, in particular due to losses or through the redemption or partial buy-back of shares, the reduction of the number of shares or their nominal value, all within the limits and subject to the conditions provided by law, and the capital decrease may not adversely affect shareholder equality under any circumstances.*

*The Extraordinary Shareholders' General Meeting may delegate the necessary powers to the Board of Directors, which in turn may sub-delegate said powers to the **Chairman**, to perform the capital increase and amend the by-laws accordingly."*

### New wording

#### Article 5 – CHANGES TO THE SHARE CAPITAL

"[...]

*The Extraordinary Shareholders' General Meeting may delegate the necessary powers to the Board of Directors, which in turn may sub-delegate said powers to the **Chief Executive Officer**, to perform the capital increase, in one or several installments, to determine the terms of the procedure, perform its implementation and amend the by-laws accordingly.*

**2 –** *The Extraordinary Shareholders' General Meeting may also decide on or authorize a capital decrease for any reason and in any manner whatsoever, in particular due to losses or through the redemption or partial buy-back of shares, the reduction of the number of shares or their nominal value, all within the limits and subject to the conditions provided by law, and the capital decrease may not adversely affect shareholder equality under any circumstances.*

*The Extraordinary Shareholders' General Meeting may delegate the necessary powers to the Board of Directors, which in turn may sub-delegate said powers to the **Chief Executive Officer**, to perform the capital increase and amend the by-laws accordingly."*

The other provisions of Article 5 remain unchanged.

Concerning the resolutions of the Board of Directors:

- to bring Article 15-1 of the Company's by-laws into line with the new provisions of Article L. 225-37 of the French Commercial Code, as amended by the Attractiveness Act, by amending paragraph 7 of Article 15-1 of the Company's by-laws as follows:

#### Previous wording

##### Article 15 – RESOLUTIONS OF THE BOARD OF DIRECTORS

"[...]

At least half of the Directors must be present for decisions taken to be valid. However, directors assisting by means of a ~~videoconference or telecommunication~~ shall be deemed to be present for the purposes of constituting quorum and majorities, under the terms and conditions set out by applicable laws and regulations."

#### New wording

##### Article 15 – RESOLUTIONS OF THE BOARD OF DIRECTORS

"[...]

At least half of the Directors must be present for decisions taken to be valid. However, directors assisting by means of a **telecommunication system** shall be deemed to be present for the purposes of constituting quorum and majorities, under the terms and conditions set out by applicable laws and regulations."

The other provisions of Article 15 remain unchanged.

Concerning General Meetings:

- to bring Articles 21 (Meetings), 23 (Ordinary General Meeting) and 24 (Extraordinary General Meeting) of the Company's by-laws into line with the new provisions of Article L. 225-103-1 of the French Commercial Code, as amended by the Attractiveness Act,
- by amending paragraphs 4, 5 and 6 of Article 21-3 of the Company's by-laws as follows:

#### Previous wording

##### Article 21 – MEETINGS

"[...]

The Board of Directors may decide that the vote cast during the Shareholders' General Meeting may be cast ~~by remote transmission or by videoconference~~ under the conditions set by the applicable regulations, it being stipulated that the shareholders who participate in the Meeting by these means shall be deemed to be present for the calculation of the quorum and the majority. This possibility must be stated in the notice.

The Shareholders may, under the conditions provided by the applicable law and regulations, address their proxy vote form and the form to vote by post regarding any Shareholders' General Meeting, either by means of a paper form returned to the Company, at the registered office, at least three days prior to the date of the meeting, or, following a decision by the Board of Directors mentioned in the notice, ~~by remote transmission~~ made at least three days prior to the date of the meeting.

The Shareholder's presence at the Shareholders' General Meeting, whether it is physical or, if the possibility is offered, ~~by remote transmission or videoconference~~, cancels any previously issued vote by post and/or any proxy previously given by said shareholder.

"[...]"

#### New wording

##### Article 21 – MEETINGS

"[...]

The Board of Directors may decide that the vote cast during the Shareholders' General Meeting may be cast **using a telecommunication system**, under the conditions established by the applicable regulations it being stipulated that the shareholders who participate in the Meeting by these means shall be deemed to be present for the calculation of the quorum and the majority. This possibility must be stated in the notice.

The Shareholders may, under the conditions provided by the applicable law and regulations, address their proxy vote form and the form to vote by post regarding any Shareholders' General Meeting, either by means of a paper form returned to the Company, at the registered office, at least three days prior to the date of the meeting, or, following a decision by the Board of Directors mentioned in the notice, **by electronic means** at least three days prior to the date of the meeting.

The Shareholder's presence at the Shareholders' General Meeting, whether it is physical or, if the possibility is offered, **via a telecommunication system that enables them to be identified**, cancels any previously issued vote by post and/or any proxy previously given by said shareholder.

"[...]"

The other provisions of Article 21 remain unchanged.

- by amending paragraph 3 of Article 23 of the Company's by-laws as follows:

#### Previous wording

##### Article 23 – ORDINARY GENERAL MEETING

"[...]

It shall only validly deliberate, on first notice, if the Shareholders that are present or represented, or voting by post, ~~by remote transmission or by videoconference~~, hold at least one-fifth of the shares granting voting rights.

No quorum is required on second notice.

"[...]"

#### New wording

##### Article 23 – ORDINARY GENERAL MEETING

"[...]

It shall only validly deliberate, on first notice, if the Shareholders that are present or represented, or voting by post, **or via a telecommunication system**, hold at least one-fifth of the shares granting voting rights.

No quorum is required on second notice.

"[...]"

The other provisions of Article 23 remain unchanged.

- by amending paragraph 2 of Article 24 of the Company's by-laws as follows:

Previous wording	New wording
<p><b>Article 24 – EXTRAORDINARY GENERAL MEETING</b></p> <p>“[...]”</p> <p>The Extraordinary Shareholders’ General Meeting may only validly deliberate if the shareholders who are present or represented, or who vote by post, <del>by remote transmission or by videoconference</del>, hold at least, on first notice, one quarter and, on second notice, one fifth of the shares granting voting rights. In the event of this latter quorum not being reached, the second Shareholders’ General Meeting may be postponed to a date no later than two months after the date on which it had first been called.</p> <p>“[...]”</p>	<p><b>Article 24 – EXTRAORDINARY GENERAL MEETING</b></p> <p>“[...]”</p> <p>The Extraordinary Shareholders’ General Meeting may only validly deliberate if the shareholders who are present or represented, or who vote by post, <b>or via a telecommunication system</b>, hold at least, on first call, one quarter and, on second call, one fifth of the shares granting voting rights. In the event of this latter quorum not being reached, the second Shareholders’ General Meeting may be postponed to a date no later than two months after the date on which it had first been called.</p> <p>“[...]”</p>

The other provisions of Article 24 remain unchanged.

Concerning the purchase by the Company of an asset belonging to a shareholder:

- to delete Article 30 of the Company's by-laws, which is no longer relevant, and
- to renumber the subsequent articles of the by-laws accordingly.

Concerning the transformation of the Company:

- to update Article 31, now 30 following the renumbering of the by-laws, by amending the first paragraph of the article as follows:

Previous wording	New wording
<p><b>Article 31 – TRANSFORMATION</b></p> <p>“The Company may be transformed into another form of Company <del>if, at the time of the transformation, it has been in existence for at least 2 years and if it has drawn up the balance sheets of its first 2 fiscal years and had them approved by its Shareholders</del>.</p> <p>“[...]”</p>	<p><b>Article 30 – TRANSFORMATION</b></p> <p>“The Company may be transformed into another legal form.</p> <p>“[...]”</p>

The other provisions of Article 30 (previously Article 31) are unchanged.

The Annual General Meeting gives full powers to the Board of Directors, with the option to sub-delegate such powers to the Chief Executive Officer in accordance with the law, to complete all procedures and formalities related to or arising from the adoption of this resolution, including making any necessary amendments to the by-laws to give effect to this resolution.

## 6.3 Summary table of financial delegations and authorizations requested at the Annual General Meeting of July 22, 2025

Purpose Resolution no.	Ceilings (par value/nominal value, in €)	Percentage of the share capital	Duration of the authorization (expiry date)
<b>Resolutions that may be deducted from a blanket ceiling of €35 million on the aggregate par value of share capital increases<sup>(1)</sup> and, if applicable, a blanket ceiling of €500 million on the aggregate nominal value of debt securities<sup>(2)</sup></b>			
Capital increase, all securities included, with PSR Resolution no. 17	In share capital = €35 million In debt securities* = €500 million	~48.98% of the share capital i.e., 17,500,000 shares**	26 months (09/21/2027)
Capital increase by capitalizing premiums, reserves, profits, or any other items that may be capitalized Resolution no. 24	Within the limit: i. of the amount of the total reserves, premiums, or profits; and ii. of €35 million	~48.98% of the share capital i.e., 17,500,000 shares** (to be issued at par without share issue premium)	26 months (09/21/2027)
Capital increase by issue of shares or securities giving access to the capital reserved for members of company savings plans, with a waiver of PSR Resolution no. 25	In share capital = €710,000	~1% of the share capital	26 months (09/21/2027)

Purpose Resolution no.	Ceilings (par value/nominal value, in €)	Percentage of the share capital	Duration of the authorization (expiry date)
<b>Resolutions that may be simultaneously deducted from an overall sub-ceiling of €7 million in share capital<sup>(3)</sup>, and the blanket ceilings of €35 million in share capital<sup>(1)</sup> and €500 million in debt securities<sup>(2)</sup></b>			
Capital increase, all securities included, with a waiver of PSR – offers to the public Resolution no. 18	In share capital = €7 million In debt securities* = €500 million	~9.80% of the share capital i.e., 3,500,000 shares**	26 months (09/21/2027)
Capital increase, all securities included, with a waiver of PSR – offers referred to in Article L. 411-2, 1° of the French Monetary and Financial Code (private placement) Resolution no. 19	In share capital = €7 million In debt securities* = €500 million	~9.80% of the share capital i.e., 3,500,000 shares**	26 months (09/21/2027)
Capital increase, all securities included, with a waiver of PSR – reserved for categories of persons meeting specific criteria Resolution no. 20	In share capital = €7 million In debt securities* = €500 million	~9.80% of the share capital i.e., 3,500,000 shares**	18 months (01/21/2027)
Capital increase as consideration for contributions in kind consisting of shares or securities giving access to the capital Resolution no. 22	In share capital = €7 million (and within the limit of 10% of the share capital) In debt securities* = €500 million	~9.80% of the share capital i.e., 3,500,000 shares**	26 months (09/21/2027)
Capital increase as consideration for contributions of shares as part of a public exchange offer initiated by the Company Resolution no. 23	In share capital = €7 million In debt securities* = €500 million	~9.80% of the share capital i.e., 3,500,000 shares**	26 months (09/21/2027)
<b>Resolution covered by the ceilings determined by reference to those set by the resolutions used for the initial issues</b>			
Increase in the number of securities to be issued without or with a waiver of PSR in case of excess demand (Greenshoe) Resolution no. 21	Within the limit: i. of 15% of the initial issue, and at the same price as that applied to the initial issue; and ii. of the ceiling(s) specified in the resolution used for the initial issue	-	26 months (09/21/2027)
<b>Resolutions subject to independent ceilings</b>			
Authorization to be granted to the Board of Directors on the Company's shares Resolution no. 15	5% of the share capital Maximum €140 per share (excluding acquisition costs)	5% of the share capital i.e., 1,786,352 shares**  Overall maximum amount allocated to the program: €250,089,280	18 months (01/21/2027)
Cancellation of shares acquired pursuant to the authorizations to buy back the Company's treasury shares Resolution no. 16	10% of the share capital over a period of 24 months	-	18 months (01/21/2027)

(1) Blanket ceiling of €35 million (aggregate par value), applicable to all capital increase transactions that could result from the utilization of the 17<sup>th</sup> to 25<sup>th</sup> resolutions, with the exception of the 21<sup>st</sup> resolution, of the Annual General Meeting of July 22, 2025. This ceiling of €35 million does not include the par value of any additional shares issued in order to preserve the rights of holders of securities giving access to the Company's share capital.

(2) Overall ceiling of €500 million (aggregate nominal value), applicable to all issues of securities described in note (\*\*) which may result from the utilization of the 17<sup>th</sup> to 25<sup>th</sup> resolutions of the Annual General Meeting of July 22, 2025 (with the exception of the 16<sup>th</sup> and 21<sup>st</sup> resolutions). This ceiling does not include any redemption premium in excess of the par value.

(3) Overall sub-ceiling of €7 million (aggregate par value), applicable to all capital increase transactions with a waiver of preemptive subscription rights that may result from the utilization of the 18<sup>th</sup> to 23<sup>rd</sup> resolutions of the Annual General Meeting of July 22, 2025 (with the exception of the 21<sup>st</sup> resolution). This sub-ceiling of €7 million does not include the par value of any additional shares issued in order to preserve the rights of holders of securities giving access to the Company's share capital. This overall sub-ceiling of €7 million is deducted from the blanket ceiling of €35 million described in note (1) above.

\* Debt securities or similar securities giving access, immediately or in the future, to the Company's capital.

\*\* For information purposes, based on the Company's share capital at May 27, 2025, amounting to €71,454,082.





# Statutory Auditors' reports

## 7.1 Statutory Auditors' report on the financial statements

*This is a translation into English of the statutory auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users.*

*This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

For the year ended March 31, 2025

To the annual general meeting of Soitec,

### Opinion

In compliance with the engagement entrusted to us by your annual general meeting, we have audited the accompanying financial statements of Soitec for the year ended March 31, 2025.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at March 31, 2025 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit and Risks Committee.

### Basis for Opinion

#### Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the "Statutory Auditors' Responsibilities for the Audit" of the Financial Statements section of our report.

#### Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (code de commerce) and the French Code of Ethics (code de déontologie) for statutory auditors for the period from April 1, 2024 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

#### Emphasis of matter

Without qualifying our opinion, we draw your attention to the matters set out in notes 3 "Accounting principles and rules" (*"Règles et méthodes comptables"*) and 4.5 "Equity" (*"Capitaux propres"*) – "Other equity" (*"Autres fonds propres"*) of the notes to the financial statements, which discuss the accounting treatment of energy saving certificates and its impacts on the financial year resulting from the first-time application, following the first application of the ANC Regulation n° 2024-02 dated 5 July 2024.

### Justification of Assessments - Key Audit Matters

In accordance with the requirements of Articles L.821-53 and R.821-180 of the French Commercial Code (code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.



## Valuation of non-current financial assets

### Risk identified

At March 31, 2024, non-current financial assets represented a net amount of M€ 465 in the company's balance sheet.

As described in note 4.2 "Non-current financial assets" of the financial statements, are valued at their historical acquisition price. At the end of the fiscal year, a review of the value of equity investments is conducted, consisting of comparing their historical value with their value in use, determined primarily based on their net asset value or on an estimate of their profitability.

We have identified the valuation of non-current financial assets as a key audit matter due to the materiality in the balance sheet and the judgment exercised by the management to determine the value in use.

### Our response

We analyzed the valuation method used and the figures on which it is based.

For valuation based on historic elements, our work consisted in examining the consistency of the net assets used with the accounts of the entities that have been audited or subjected to analytical procedures, and in checking whether any adjustments made were supported by meaningful documentation.

For assessments based on provisional data, our work consisted primarily in:

- obtaining the cash flow and operating forecasts for the activities of the entities concerned and in assessing their consistency with the forecast data presented by management as part of the budgeting process;
- analyzing the consistency of the assumptions used with the economic environment at the closing and preparation date of the financial statements;
- assessing the discount rate used for the discounting of cash flows.

## Revenue recognition

### Risk identified

As at 31 March 2025, the group recognized revenue amounting to 891 M€.

As described in Note 5.1 "Revenue" of the consolidated financial statements, the group recognizes revenue primarily from product sales (silicon wafer sales) and, to a lesser extent, from licensing and transfers of technology.

Auditing the group's revenue requires significant focus, as it is a key financial metric, with a large volume of transactions and specific sale arrangements.

As a result, we considered revenue recognition as a key audit matter.

### Our response

We obtained an understanding of the Group's revenue recognition process and evaluated the design and tested the operational effectiveness of the controls deemed key.

We also performed procedures to evaluate the design and operating effectiveness of the key general IT controls and automated controls and processes related to the data and reports used in the execution of certain controls.

Our substantive audit procedures included, among others:

- Performing reconciliation of sale transactions to the corresponding payments from customers during the year,
- Cut-off testing related to sale transactions before year-end and obtaining evidence of transfer of control,
- Obtaining confirmation from customers on a selection of receivables made on a sample basis.

We evaluated the adequacy of the revenue recognition accounting rules adopted by the group, as presented in Note 5.1 "Revenue recognition from ordinary activities" of the notes to the annual financial statements, with respect to French accounting rules and principles. For a sample of transactions, particularly those related to new sales contracts or amendments to existing contracts, we evaluated the application of these policies by reviewing the analysis performed by management of the specific terms and conditions of each contract or amendment.

## Tax control

Risk identified	Our response
<p>As indicated in note 2.2 "Tax inspection" to the consolidated financial statements, Soitec SA has been subject to a tax audit in France covering the fiscal years 2020 to 2022, following which a notice of adjustment was received in December 2024.</p> <p>As mentioned in note 4.8 "Provisions and other non-current liabilities" of the appendix to the consolidated financial statements, a provision for risks is recognized when the Group has a current contractual or implicit obligation resulting from a past event, the amount of which can be reliably estimated, and whose settlement is expected to result in an outflow of resources representing economic benefits for the Group. Contingent liabilities, on the other hand, correspond to potential obligations arising from past events, the existence of which will only be confirmed by the occurrence of uncertain future events that are not under the control of the entity, or to current obligations for which an outflow of resources is not probable. Contingent liabilities are not recognized but are disclosed in the notes if applicable.</p> <p>We considered the tax audit as a key audit matter due to the significance of the adjustment proposal issued by the tax authorities, the potential impact on the consolidated financial statements, and the degree of judgment exercised by the Group's Management in estimating the risk.</p>	<p>We conducted an assessment of the positions taken by the Group Management. To this end, we did so with the assistance of our tax experts:</p> <ul style="list-style-type: none"> <li>• reviewed the documentation made available to us regarding this tax audit, including the adjustment proposal and the Group's correspondence with the tax authorities;</li> <li>• become aware of the correspondence made available to us between the Group and its tax advisors and exchanged with them.</li> </ul>

## Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

### Information given in the management report and in the other documents with respect to the financial position and the financial statements provided to the Shareholders

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the Board of Directors and in the other documents with respect to the financial position and the financial statements provided to Shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to payment deadlines mentioned in Article D.441-6 of the French Commercial Code (Code de commerce).

### Report on corporate governance

We attest that the Board of Directors' report on corporate governance sets out the information required by Articles L.225-37-4, L.22-10-10 and L.22-10-9 of the French Commercial Code.

Concerning the information given in accordance with the requirements of Article L.22-10-9 of the French Commercial Code (code de commerce) relating to remunerations and benefits received by or awarded to the directors and any other commitments made in their favour, we have verified the consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from controlled companies included in the scope of consolidation. Based on these procedures, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your company considered likely to have an impact in the event of a public takeover bid or exchange offer, provided pursuant to Article L.22-10-11 of the French Commercial Code, we have agreed this information to the source documents communicated to us. Based on these procedures, we have no observations to make on this information.

### Other information

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

## Report on Other Legal and Regulatory Requirements

### Format of presentation of the financial statements intended to be included in the Annual Financial Report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the financial statements intended to be included in the annual financial report mentioned in Article L.451-1-2, I of the French Monetary and Financial Code (code monétaire et financier), prepared under the responsibility of the general manager (Directeur général), complies with the single electronic format defined in the European Delegated Regulation No 2019/815 of 17 December 2018.

Based on the work we have performed, we conclude that the presentation of the financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

### Appointment of the Statutory Auditors

We were appointed as statutory auditors of Soitec by your annual general meeting held on July 25, 2016.

As at March 31, 2025, our firms were in the ninth year of total uninterrupted engagement.

## Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit and Risks Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

## Statutory Auditors' Responsibilities for the Audit of the Financial Statements

### Objectives and audit approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L.821-55 of the French Commercial Code (code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

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### Report to the Audit and Risks Committee

We submit to the Audit and Risks Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit and Risks Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit and Risks Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.821-27 to L.821-34 of the French Commercial Code (code de commerce) and in the French Code of Ethics (*code de déontologie*) for statutory auditors. Where appropriate, we discuss with the Audit and Risks Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris La Défense and Lyon, 4 June, 2025

The statutory Auditors  
*French original signed by*

#### KPMG SA

Laurent Genin  
Partner

Remi Vinit Dunand  
Partner

#### ERNST & YOUNG Audit

Jacques Pierres  
Partner

Benjamin Malherbe  
Partner

## 7.2 Statutory Auditors' report on the consolidated financial statements

*This is a translation into English of the statutory auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users. This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the information concerning the Group presented in the management report and other documents provided to shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

Year ended 31 March 2025

To the Annual General Meeting of Soitec

### Opinion

In compliance with the engagement entrusted to us by your annual general meeting, we have audited the accompanying consolidated financial statements of Soitec for the year ended 31 March 2025.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31 March 2025 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit and Risks Committee

### Basis for Opinion

#### Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

#### Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics (*Code de déontologie*) for statutory auditors for the period from April 1, 2025 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

### Justification of Assessments - Key Audit Matters

In accordance with the requirements of Articles L. 821-53 and R. 821-180 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

#### Revenue recognition

Risk identified	Our response
<p>As at 31 March 2025, the group recognized revenue amounting to 891 M€.</p> <p>As described in Note 8.1 "Revenue" of the consolidated financial statements, the group recognizes revenue primarily from product sales (silicon wafer sales) and, to a lesser extent, from licensing and transfers of technology.</p> <p>Auditing the group's revenue requires significant focus, as it is a key financial metric, with a large volume of transactions and specific sale arrangements.</p> <p>As a result, we considered revenue recognition as a key audit matter.</p>	<p>We obtained an understanding of the Group's revenue recognition process and evaluated the design and tested the operational effectiveness of the controls deemed key.</p> <p>We also performed procedures to evaluate the design and operating effectiveness of the key general IT controls and automated controls and processes related to the data and reports used in the execution of certain controls.</p> <p>Our substantive audit procedures included, among others:</p> <ul style="list-style-type: none"> <li>• Performing reconciliation of sale transactions to the corresponding payments from customers during the year,</li> <li>• Cut-off testing related to sale transactions before year-end and obtaining evidence of transfer of control,</li> <li>• Obtaining confirmation from customers on a selection of receivables made on a sample basis.</li> </ul> <p>We evaluated the adequacy of the revenue recognition accounting rules adopted by the group, as presented in note 8.1 'Revenue', with IFRS 15 'Revenue from Contracts with Customers'. On a sample of transactions, particularly related to new sales contracts or amendments to existing contracts, we examined the application of these rules in order to evaluate the Management's analysis of the specific terms and conditions of the contract or amendment</p>

## Tax control

Risk identified	Our response
<p>As indicated in note 2.2 <i>Tax inspection</i> to the consolidated financial statements, Soitec SA has been subject to a tax audit in France covering the fiscal years 2020 to 2022, following which a notice of adjustment was received in December 2024.</p> <p>As mentioned in note 7.14 <i>Provisions and other non-current liabilities</i> of the appendix to the consolidated financial statements, a provision for risks is recognized when the Group has a current contractual or implicit obligation resulting from a past event, the amount of which can be reliably estimated, and whose settlement is expected to result in an outflow of resources representing economic benefits for the Group. Contingent liabilities, on the other hand, correspond to potential obligations arising from past events, the existence of which will only be confirmed by the occurrence of uncertain future events that are not under the control of the entity, or to current obligations for which an outflow of resources is not probable. Contingent liabilities are not recognized but are disclosed in the notes if applicable.</p> <p>We considered the tax audit as a key audit matter due to the significance of the adjustment proposal issued by the tax authorities, the potential impact on the consolidated financial statements, and the degree of judgment exercised by the Group's Management in estimating the risk.</p>	<p>We conducted an assessment of the positions taken by the Group Management. To this end, we did so with the assistance of our tax experts:</p> <ul style="list-style-type: none"> <li>• reviewed the documentation made available to us regarding this tax audit, including the adjustment proposal and the Group's correspondence with the tax authorities;</li> <li>• become aware of the correspondence made available to us between the Group and its tax advisors and exchanged with them.</li> </ul>

## Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the information relating to the Group given in the Board of Director's management report.

We have no matters to report as to their fair presentation and their consistency with the consolidated financial statements.

## Report on Other Legal and Regulatory Requirements

### Format of presentation of the consolidated financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the responsibility of the CEO, complies with the single electronic format defined in the European Delegated Regulation No 2019/815 of December 17, 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the consolidated financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

### Appointment of the Statutory Auditors

We were appointed as statutory auditors of Soitec by the annual general meeting held on 25 July 2016.

As at 31 March 2025, our firms were in the eighth year of total uninterrupted engagement.

## Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as Management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit and Risks Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

## Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

### Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L. 821-55 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management in the consolidated financial statements.
- Assesses the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

### Report to the Audit and Risks Committee

We submit to the Audit and Risks Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit and Risks Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit and Risks Committee with the declaration provided for in Article 6 of Regulation (EU) No 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L. 821-27 to L. 821-34 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics (*code de déontologie*) for statutory auditors. Where appropriate, we discuss with the Audit Committee and Risks Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense and Lyon, June 4, 2025

The Statutory Auditors  
*French original signed by*

**KPMG S.A.**

Laurent Genin

Rémi Vinit Dunand

**ERNST & YOUNG Audit**

Jacques Pierres

Benjamin Malherbe

## 7.3 Statutory Auditors' report on the share capital reduction

*This is a free translation into English of a report issued in French and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.*

### Annual General Meeting of July 22, 2025

#### 16<sup>th</sup> resolution

To the Annual General Meeting of Soitec,

In our capacity as Statutory Auditors of Soitec and in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code (*Code de commerce*) applicable in the event of a share capital reduction through the cancellation of shares acquired by the Company, we hereby report to you on our assessment of the reasons for and terms and conditions of the proposed share capital reduction.

The shareholders are invited to delegate to the Board of Directors, for an 18-month period from the date of this Annual General Meeting, full powers to cancel shares acquired pursuant to an authorization for the Company to buy back its own shares granted in accordance with the provisions of the aforementioned article, up to a maximum limit of 10% of the share capital per 24-month period.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagements. These procedures consisted in verifying that the reasons for and terms and conditions of the proposed share capital reduction, which is not considered to affect shareholder equality, comply with the applicable legal provisions.

We have no matters to report on the reasons for and terms and conditions of the proposed share capital reduction.

Paris-La Défense and Lyon, June 4, 2025

The Statutory Auditors  
*French original signed by*

**KPMG S.A.**

Laurent Genin

Rémi Vinit-Dunand

**ERNST & YOUNG Audit**

Benjamin Malherbe

Jacques Pierres



## 7.4 Statutory Auditors' report on the issue of shares and securities with or without a waiver of shareholders' preemptive subscription rights

*This is a free translation into English of a report issued in French and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.*

### Annual General Meeting of July 22, 2025

#### 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup>, 21<sup>st</sup>, 22<sup>nd</sup> and 23<sup>rd</sup> resolutions

To the shareholders,

In our capacity as Statutory Auditors of Soitec and in accordance with the provisions of Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposed delegations of authority to the Board of Directors to carry out various issues of shares and/or securities, which are submitted to you for approval.

On the basis of the Board of Directors' report, the shareholders are invited to:

- delegate to the Board of Directors, for a 26-month period, the authority to decide and set the final terms and conditions of the following issues, where applicable, with a waiver of shareholders' preemptive subscription rights:
  - the issue, with shareholders' preemptive subscription rights (17<sup>th</sup> resolution), of ordinary shares and/or securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, giving access by any means, immediately and/or in the future, at any time or on a fixed date, by way of subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other manner, to the Company's share capital (including equity securities giving the right to the allocation of debt securities);
  - the issue, with a waiver of shareholders' preemptive subscription rights, by way of a public offer other than offers referred to in Article L. 411-2, 1° of the French Monetary and Financial Code (*Code monétaire et financier*) (18<sup>th</sup> resolution), of ordinary shares and/or securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, giving access by any means, immediately and/or in the future, at any time or on a fixed date, by way of subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other manner, to the Company's share capital (including equity securities giving the right to the allocation of debt securities);
  - the issue, with a waiver of shareholders' preemptive subscription rights, by way of public offers referred to in Article L. 411-2, 1° of the French Monetary and Financial Code, and up to a maximum limit of 30% of the Company's share capital per year (19<sup>th</sup> resolution), of ordinary shares and/or securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, giving access by any means, immediately and/or in the future, at any time or on a fixed date, by way of subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other manner, to the Company's share capital (including equity securities giving the right to the allocation of debt securities);
  - the issue, as part of a public exchange offer initiated by the Company (23<sup>rd</sup> resolution), of ordinary shares and/or equity securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, giving access, immediately and/or in the future, at any time or on a fixed date, by way of subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other manner, to the Company's share capital;
- delegate to the Board of Directors, for a 26-month period, the powers required to carry out an issue of ordinary shares and/or securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, giving access by any means,

immediately and/or in the future, at any time or on a fixed date, by way of subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other manner, to the Company's share capital (including equity securities giving the right to the allocation of debt securities), as consideration for contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital (22<sup>nd</sup> resolution), up to a maximum limit of 10% of the share capital.

The aggregate par value of capital increases carried out immediately or in the future, may not, in accordance with the 17<sup>th</sup> resolution, exceed €35,000,000 under the 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 22<sup>nd</sup>, 23<sup>rd</sup>, 24<sup>th</sup> and 25<sup>th</sup> resolutions, it being specified that the nominal amount of capital increases carried out under the 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 22<sup>nd</sup>, and 23<sup>rd</sup> resolutions may not exceed €7,000,000 individually or collectively.

The aggregate nominal amount of debt securities issued, in accordance with the 17<sup>th</sup> resolution, may not exceed €500,000,000 under the 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 22<sup>nd</sup>, 23<sup>rd</sup>, 24<sup>th</sup> and 25<sup>th</sup> resolutions.

These ceilings take into account the additional securities to be issued under the delegations of authority sought in the 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> resolutions, in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code, in the event that the shareholders adopt the 21<sup>st</sup> resolution.

It is the Board of Directors' responsibility to prepare a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code. Our role is to express an opinion on the fairness of the information taken from the financial statements, on the proposed waiver of shareholders' preemptive subscription rights and on other information relating to the operations, presented in this report.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagements. These procedures consisted in verifying the information provided in the Board of Directors' report relating to these issues and the methods used to set the issue price of the securities to be issued.

Subject to a subsequent examination of the terms and conditions of the proposed issues, we have no matters to report as regards the information provided in the Board of Directors' report on the methods used to set the issue price of the equity securities to be issued pursuant to the 18<sup>th</sup> and 19<sup>th</sup> resolutions. Furthermore, as this report does not specify the methods used to set the issue price of the equity securities to be issued pursuant to the 17<sup>th</sup>, 22<sup>nd</sup> and 23<sup>rd</sup> resolutions, we do not express an opinion on the components used to calculate the issue price.

As the final terms and conditions of the issues have not been set, we do not express an opinion thereon or, consequently, on the waiver of shareholders' preemptive subscription rights, as proposed in the 18<sup>th</sup> and 19<sup>th</sup> resolutions.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report if and when the Board of Directors uses these delegations of authority to issue securities that are equity securities giving access to other equity securities or giving the right to the allocation of debt securities, securities giving access to equity securities to be issued, or shares with a waiver of shareholders' preemptive subscription rights.

Paris-La Défense and Lyon, June 4, 2025

#### KPMG Audit

Laurent Genin  
Partner

Rémi Vinit-Dunand  
Partner

#### ERNST & YOUNG Audit

Jacques Pierre  
Partner

Benjamin Malherbe  
Partner

## 7.5 Statutory Auditors' report on the issue of shares and securities with a waiver of shareholders' preemptive subscription rights for a given category of persons

*This is a free translation into English of a report issued in French and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.*

### Annual General Meeting of July 22, 2025

#### 20<sup>th</sup> resolution

To the Annual General Meeting of Soitec,

In our capacity as Statutory Auditors of Soitec and in accordance with the provisions of Articles L. 228-92, L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposed delegation of competence to the Board of Directors to decide on the issue, with a waiver of shareholders' preemptive subscription rights, for a given category of persons meeting defined requirements, of ordinary shares and/or other equity securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, giving access by any means, immediately and/or in the future, at any time or on a fixed date, by way of subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other manner, to the Company's share capital (including equity securities giving the right to the allocation of debt securities), which is submitted for your approval.

This issue would be reserved for the following categories of beneficiaries:

- (i) financial institutions, investment funds or any other investment vehicles operating under French or foreign law, providing medium-term support to high-growth companies in the technology sector, or investing on a regular basis or exercising a significant portion of their activity in the technology sector, or
- (ii) French or foreign investment services providers, or any foreign institution with equivalent status, that can guarantee the completion of an issue intended to be placed with the persons referred to in (i).

On the basis of the Board of Directors' report, the shareholders are invited to delegate to the Board of Directors, for an 18-month period, the authority to decide to carry out a capital increase and to waive the shareholders' preemptive subscription rights in respect of the ordinary shares to be issued. The Board of Directors will set, where appropriate, the final terms and conditions of the issue.

The aggregate par value of capital increases carried out immediately or in the future may not exceed €7,000,000, it being specified that this €7,000,000 ceiling would be deducted from the €7,000,000 sub-ceiling under the 18<sup>th</sup> resolution and from the aggregate par value of €35,000,000 under the 17<sup>th</sup> resolution.

The aggregate nominal amount of debt securities that may be issued may not exceed €500,000,000, it being specified that this ceiling of €500,000,000 would be deducted from the aggregate nominal amount of €500,000,000 under the 17<sup>th</sup> resolution.

These ceilings take into account the additional number of securities to be created, in accordance with Article L. 225-135-1 of the French Commercial Code, in the event that the shareholders adopt the 21<sup>st</sup> resolution.

It is the Board of Directors' responsibility to prepare a report in accordance with Articles R. 225-113 and R. 225-114 of the French Commercial Code. Our role is to express an opinion on the fairness of the information taken from the financial statements, on the proposed waiver of shareholders' preemptive subscription rights and on other information relating to the issue, presented in this report.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagements. These procedures consisted in verifying the information provided in the Board of Directors' report relating to this issue and the methods used to set the issue price of the shares to be issued. Subject to a subsequent examination of the terms and conditions of the proposed capital increase, we have no matters to report as regards the methods used to set the issue price of the equity securities to be issued, as provided in the Board of Directors' report.

As the final terms and conditions of the issue have not been set, we do not express an opinion thereon or, consequently, on the proposed waiver of shareholders' preemptive subscription rights.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report if and when the Board of Directors uses this delegation of competence to issue shares or securities that are equity securities giving access to other equity securities or giving the right to the allocation of debt securities, and to issue securities giving access to equity securities to be issued.

Paris-La Défense and Lyon, June 4, 2025

The Statutory Auditors  
French original signed by

KPMG S.A.

Laurent Genin

Rémi Vinit-Dunand

ERNST & YOUNG Audit

Benjamin Malherbe

Jacques Pierres

## 7.6 Statutory Auditors' report on the issue of ordinary shares and/or securities reserved for members of a company savings plan

*This is a free translation into English of a report issued in French and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.*

### Annual General Meeting of July 22, 2025

#### 25<sup>th</sup> resolution

To the Annual General Meeting of Soitec,

In our capacity as Statutory Auditors of Soitec and in accordance with the provisions of Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposed delegation of competence to the Board of Directors to decide on the issue of ordinary shares and/or other equity securities, reserved for Soitec employees who are members of a company savings plan, with a waiver of shareholders' preemptive subscription rights, which is submitted for your approval. The maximum capital increase that may result from this issue is €710,000, it being specified that this amount will be deducted from the ceiling provided for in the 17<sup>th</sup> resolution.

This operation is submitted to the shareholders for approval in accordance with the provisions of Article L. 225-129-6 of the French Commercial Code and Articles L. 3332-18 *et seq.* of the French Labor Code (*Code du travail*).

On the basis of the Board of Directors' report, the shareholders are invited to delegate to the Board of Directors, for a 26-month period, the authority to decide to carry out an issue and to waive the shareholders' preemptive subscription rights in respect of the securities to be issued. The Board of Directors will set, where appropriate, the final terms and conditions of the issue.

It is the Board of Directors' responsibility to prepare a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code. Our role is to express an opinion on the fairness of the information taken from the financial statements, on the proposed waiver of shareholders' preemptive subscription rights and on other information relating to the issue, presented in this report.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagements. These procedures consisted in verifying the information provided in the Board of Directors' report relating to this issue and the methods used to set the issue price of the equity securities to be issued.

Subject to a subsequent examination of the terms and conditions of the proposed issues, we have no matters to report as regards the information provided in the Board of Directors' report on the methods used to set the issue price of the equity securities to be issued pursuant to the 18<sup>th</sup> and 19<sup>th</sup> resolutions. In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report if and when the Board of Directors uses this delegation of competence to issue shares or securities that are equity securities giving access to other equity securities, and to issue securities giving access to equity securities to be issued.

Paris-La Défense and Lyon, June 4, 2025

The Statutory Auditors  
French original signed by

**KPMG S.A.**

Laurent Genin

Rémi Vinit-Dunand

**ERNST & YOUNG Audit**

Benjamin Malherbe

Jacques Pierres

# Request for printed materials and information

Combined Annual General Meeting  
Tuesday, July 22, 2025



Public limited company (Société anonyme) with a share capital of 71,454,082 euros  
Registered office: Parc Technologique des Fontaines – Chemin des Franques – 38190 Bernin – France

## THIS FORM MUST BE RETURNED

Up to and including the 5<sup>th</sup> day before the Annual General Meeting, **i.e. by Thursday July 17, 2025** at the latest to:



Soitec – General Secretary Parc Technologique des Fontaines – Chemin des Franques – 38190 Bernin – France<sup>(1)</sup>



shareholders-gm@soitec.com

I, the undersigned: ☐ Mrs. ☐ Mr.

Last name: \_\_\_\_\_

First name(s): \_\_\_\_\_

Address: \_\_\_\_\_

Email address: \_\_\_\_\_

Owner of \_\_\_\_\_ actions ☐ registered shares ☐ bearer shares

Held by<sup>(2)</sup>: \_\_\_\_\_

**Request to receive the information and documents pursuant to Article R. 225-83 of the French Commercial Code, prior to the Combined General Meeting (Ordinary and Extraordinary) of July 22, 2025:**

☐ by post to the above address ☐ by email to the above email address

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

Signature :

(1) In accordance with Article R. 225-88 of the French Commercial Code, from the date of the Shareholders' Meeting until the fifth day inclusive before the meeting, any shareholder (whether a holder of registered shares or a holder of bearer shares) may ask the Company, using the form provided above, to send them the documents and information pursuant to Articles R. 225-83 of the said Code. In addition, in accordance with Article R. 225-88 of the French Commercial Code, shareholders may make a single request to the Company for the documents and information pursuant in Articles R. 225-81 and R. 225-83 of the French Commercial Code to be sent to them at each subsequent Annual General Meeting. Should the shareholder wish to use this option, this must be indicated on the present request.

(2) For shareholders with bearer shares, precise details of the bank, financial institution or brokerage firm holding the share account, together with a certificate attesting to the applicant's status as a shareholder at the date of the request.







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**Parc Technologique des Fontaines**

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