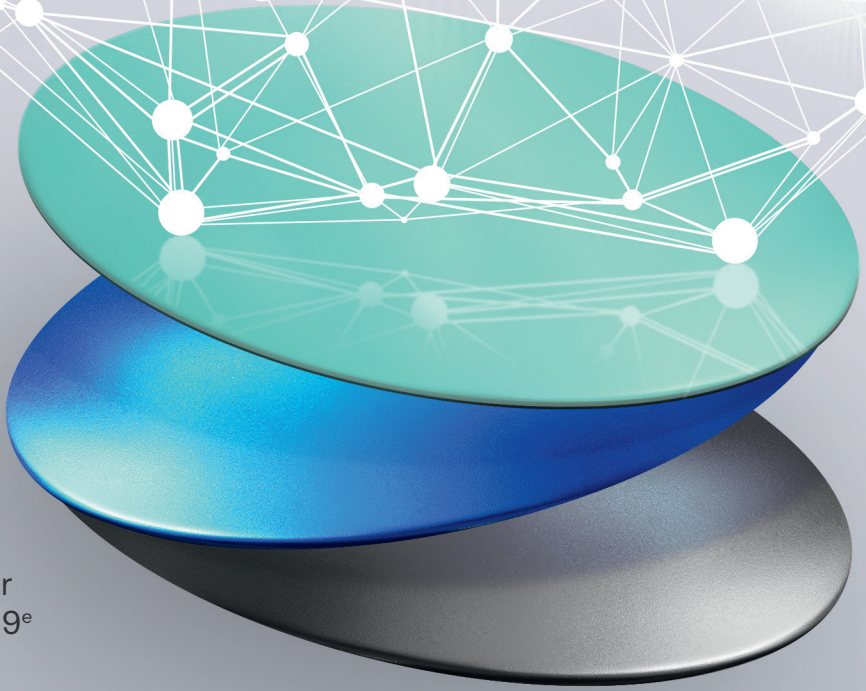
soitec

2026 Shareholder's notice of meeting

Combined General Meeting
July 29, 2026, 10:00 a.m.



VERSO Conference Center
52, rue de la Victoire, Paris 9e

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The 2025-2026 Universal Registration Document can be consulted and downloaded on the website www.soitec.com/en

MESSAGE FROM THE CHAIR OF THE BOARD OF DIRECTORS

Dear Shareholders,

I am pleased to invite you to our Annual General Meeting to be held on **Wednesday, July 29, 2026,** at **10 a.m., at the VERSO Conference Center located at 52, rue de la Victoire, Paris 9e.** Together with the Board of Directors, Laurent Rémont, our Chief Executive Officer, and the entire management team, we will be delighted to welcome you for this special moment of information, exchange and local dialogue. For those who are unable to attend, the General Meeting will be broadcast in full, live and recorded, *via* webcast accessible on our website.

The financial year ended March 31, 2026 marked a pivotal year in Soitec's history. Faced with a demanding and difficult market environment, our Group has demonstrated the resilience of its model, maintained rigorous financial discipline and validated the relevance of its technological choices. The semiconductor industry is undergoing a profound and lasting transformation: the rise of artificial intelligence, the densification of data infrastructures and the electrification of the global economy are all structural forces that are reshaping the requirements for advanced substrate technologies. Thanks to the investments made over several years in technological excellence, in product development (particularly for data centers), as well as in the quality of customer relations, Soitec is well positioned to be at the heart of these decisive issues for the industry. On behalf of the Board of Directors, I would like to pay tribute to the commitment, professionalism and resilience of all the teams at Soitec, which enable our Group to continue its development serving innovation and energy efficiency.

This year also marks a key evolution in our governance. To steer our roadmap and accelerate our operational excellence, the Board of Directors has entrusted the Executive Management to Laurent Rémont, who has been in office since April 1, 2026. His solid industrial experience and his mastery of our markets are major assets for our sustainable growth.

I am convinced that this transition, which ensures the continuity of our vision while providing new momentum, guarantees Soitec the stable and agile governance that is essential to support our growth model. Laurent Rémont and his teams have the full confidence and unanimous support of the Board to build on our technological foundation and write this new stage in our history with determination.

The Annual General Meeting is a special time for dialogue and expression of your support for the Group's strategy. Whether you choose to attend in person, vote by post or give a proxy, your voice counts.

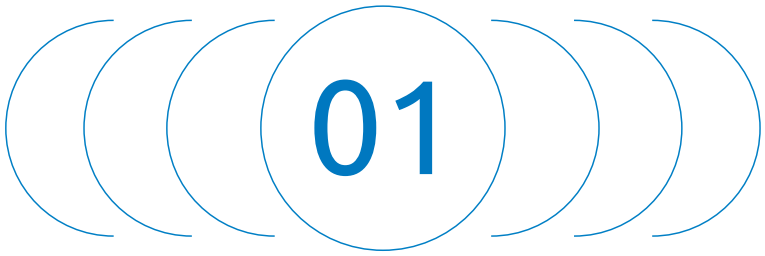
During this Meeting, we will comment in detail on the financial performance and operational highlights of the past financial year. We will also provide a detailed update on the deployment of our strategy, our outlook, as well as our ongoing commitment to sustainability.

The Annual General Meeting is an opportunity for you to vote on Soitec's important decisions. You will be asked to vote on the resolutions submitted for your approval, in particular the approval of the financial statements, the appropriation of net profit, the compensation of corporate officers (Say on Pay), the appointment and renewal of directors, an amendment to the by-laws that aims to provide for the possibility of convening shareholders by any means, including electronically, as well as the financial authorisations and delegations given to the Board.

You will find all the useful information as well as the practical procedures for participating and expressing your choice in this notice of meeting. You can vote by post, online *via* our secure VOTACCESS platform, or appoint a proxy. Your participation is essential.

On behalf of the Board of Directors, I would like to thank you very much for your trust, your loyalty and the constant support you provide to Soitec's ambition.

Frédéric Lissalde
Chair of the Board of Directors



Agenda of the Annual General Meeting

RESOLUTIONS WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING

First resolution:	Approval of the statutory financial statements for the fiscal year ended March 31, 2026
Second resolution:	Approval of the consolidated financial statements for the fiscal year ended March 31, 2026
Third resolution:	Appropriation of net profit for the fiscal year ended March 31, 2026
Fourth resolution:	Appointment of Laurent Rémont as a director for a three-year term
Fifth resolution:	Appointment of Didier Fontaine as a director for a three-year term
Sixth resolution:	Reappointment of Christophe Gégout as a director for a three-year term
Seventh resolution:	Reappointment of Delphine Segura Vaylet as a director for a three-year term
Eighth 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
Ninth resolution:	Approval of the components of the compensation paid or awarded in the fiscal year ended March 31, 2026 to Frédéric Lissalde in his capacity as Chair of the Board of Directors
Tenth resolution:	Approval of the components of the compensation paid or awarded in the fiscal year ended March 31, 2026 to Pierre Barnabé in his capacity as Chief Executive Officer until March 31, 2026
Eleventh resolution:	Approval of the compensation policy for the Chair of the Board of Directors
Twelfth resolution:	Approval of the compensation policy for the members of the Board of Directors
Thirteenth resolution:	Approval of the compensation policy for the Chief Executive Officer
Fourteenth resolution:	Authorization to be granted to the Board of Directors to carry out transactions in the Company's shares

RESOLUTIONS WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

Fifteenth 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
Sixteenth 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
Seventeenth 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
Eighteenth resolution:	Amendment to Article 21 (Meetings) of the Company's by-laws

02

How to participate in the Annual General Meeting?

Soitec's Combined General Meeting will be held on **Wednesday, July 29, 2026 at 10 a.m.** (Paris time) in the **Auditorium of the VERSO Conference Center**, located at **52, rue de la Victoire, 75009 Paris, France.**

Shareholders will be welcomed at 9:30 a.m. (Paris time).

This General Meeting will also be broadcast in full, live and recorded, *via* webcast accessible on the Soitec website (www.soitec.com).

All information relating to this General Meeting is available on the website under the section Investors > Shareholders > Shareholders' general meetings, or directly by scanning the QR code below:

Shareholders are invited to consult this section regularly for the latest updates.

2.1 How to get to the Annual General Meeting?

ACCESS DETAILS

BY RER

Line E
(Haussmann Saint-Lazare station)

Line A
(Auber station)

BY METRO

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

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

Line 8
(Richelieu-Drouot station)

BY BUS

Lines 26, 40, 43 & 74
(Saint-Georges - Chateaudun or Carrefour de Chateaudun stops)

Line 68
(Trinité or Haussmann Mogador stops)

PARKING

Indigo:
48 boulevard Haussmann

Interparking:
12-14 rue Chauchat

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

2.2 What are the requirements for taking part in the Annual General Meeting?

All shareholders are entitled to take part in the Annual General Meeting, irrespective of the number of shares they own.

Pursuant to Decree no. 2026-94 of February 13, 2026, in order to participate in and vote at the General Meeting, shareholders must now provide evidence that their shares were registered in their account as of the fifth business day preceding the General Meeting, ***i.e.*** **Wednesday, July 22, 2026 at midnight (Paris time):**

- for **(pure or administered) REGISTERED** shareholders: in the registered share account held for the Company by its centralized agent, Uptevia (Service Assemblées Générales – Cœur Défense – 90-110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex – France);
- for **BEARER** shareholders: in the bearer share accounts held by an authorized banking or financial intermediary ("the financial intermediary"). This registration must be evidenced by a certificate of shareholding issued by the financial intermediary and attached either to the single postal or proxy voting form, or to the request for an admission card.

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

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

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

Vote by post or Internet

Appoint a proxy by post or Internet

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

You are invited to use the **VOTACCESS** website to carry out your procedures online (request an admission card, vote, appoint or revoke a proxy). This internet service is available to **REGISTERED (pure or administered)** shareholders as well as to **BEARER** shareholders whose financial intermediary adheres to this system.

VOTACCESS will be available from Friday July 10, 2026 at 12:00 p.m. (Paris time), until Tuesday July 28, 2026 at 3:00 p.m. (Paris time). Shareholders are strongly advised not to wait until the final days, before the Annual General Meeting, to carry out the procedures, in order to avoid potential network congestion.

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.**

	YOU ARE A SHAREHOLDER WITH REGISTERED SHARES	YOU ARE A SHAREHOLDER WITH BEARER SHARES
By post	If you have not opted for e-convening, a voting form will be sent to you by post together with your notice of meeting. **Tick the BOX**: ☒ "I wish to attend the Shareholder's Meeting and request an admission card" at the top of the form. Then date, sign it and return it using the attached pre-paid envelope. If you have not received your admission card prior to the General Meeting, you are invited to present yourself at the dedicated desk on the day of the Meeting, with proof of identity. Requests for admission card submitted by post must be received no later than three days before the Meeting, *i.e.* **Sunday, July 26, 2026 at the latest**.	Request a voting form from your financial intermediary, no later than six days before the date of the Meeting (*i.e.* **Thursday, July 23, 2026 at the latest**). **Tick the BOX:** ☒ "I wish to attend the Shareholder's Meeting and request an admission card" at the top of the form. Then date, sign it, and return it to your financial intermediary. If you have not received your admission card within five business days preceding the General Meeting, ***i.e.* on Wednesday, July 22, 2026**, you will need to request a certificate of shareholding from your financial intermediary.

By Internet	• If you are a shareholder with **pure REGISTERED** shares, log in to your Shareholder's account at www.investors.uptevia.com with your usual access codes, which are indicated on:
	  • the voting form sent to you; or
	  • the e-convening notice, if you have chosen this option.
	  Once you have logged in to your Shareholder account, follow the on-screen instructions to access the VOTACCESS website and request your admission card.
	• If you are a shareholder with **administered REGISTERED** shares, log in to the VoteAG website at www.voteag.com using the temporary access codes, which are indicated on:
	  • the voting form sent to you; or
	  • the e-convening notice, if you have chosen this option.
	  Once you have logged in to VoteAG, follow the on-screen instructions to access the VOTACCESS website and request your admission card.
		Contact your financial intermediary to determine whether it is connected to the VOTACCESS website and, if so, whether this access is subject to specific conditions of use.
		Only shareholders with **BEARER** shares whose financial intermediary is connected to VOTACCESS will be able to request their admission card online.
		• If your financial intermediary is connected to VOTACCESS, log in to its online portal using your usual access codes, then click on the icon corresponding to your Soitec shares and follow the on-screen instructions to access VOTACCESS and request an admission card.
		• If your financial intermediary is not connected to VOTACCESS, please refer to the postal procedure described above in order to request an admission card.

To ensure that the General Meeting runs smoothly, we kindly ask you:

- to arrive sufficiently in advance with your admission card in order to sign the attendance sheet;
- to comply with the instructions provided during the Meeting concerning practical voting procedures.

2.3.2 You wish to vote by post or Internet

<table>
<tr><th></th><th>YOU ARE A SHAREHOLDER WITH REGISTERED SHARES</th><th>YOU ARE A SHAREHOLDER WITH BEARER SHARES</th></tr>
<tr><td>
By post</td><td>If you have not opted for e-convening, a voting form will be sent to you by post together with your notice of meeting.
Tick the BOX:
☒ "I vote by post" and then vote on each resolution by following the instructions provided on the form. Then date, sign it and return it using the attached pre-paid envelope.</td><td>Request a voting form from your financial intermediary, no later than six days before the date of the Meeting (i.e. Thursday, July 23, 2026 at the latest).
Tick the BOX:
☒ "I vote by post" and then vote on each resolution by following the instructions on the form. Then date, sign it and return it to your financial intermediary.</td></tr>
<tr><td></td><td colspan="2">Only voting forms duly completed, signed, received and confirmed by Uptevia no later than three days before the date of the Meeting, i.e. Sunday, July 26, 2026 at the latest, will be taken into account.</td></tr>
<tr><td>
By Internet</td><td>• If you are a shareholder with pure REGISTERED shares, log in to your Shareholder's account at www.investors.uptevia.com with your usual access codes, which are indicated on:
• the voting form sent to you; or
• the e-convening notice, if you have chosen this option.
Once you have logged in to your Shareholder account, follow the on-screen instructions to access the VOTACCESS website and cast your vote.
• If you are a shareholder with administered REGISTERED shares, log in to the VoteAG website at www.voteag.com using the temporary access codes, which are indicated on :
• the voting form sent to you; or
• the e-convening notice, if you have chosen this option.
Once you have logged in to VoteAG, follow the on-screen instructions to access the VOTACCESS website and cast your vote.</td><td>Contact your financial intermediary, to determine whether or not it is connected to the VOTACCESS website and, if so, whether this access is subject to specific conditions of use.
Only shareholders with BEARER shares whose financial intermediary is connected to VOTACCESS will be able to vote online.
• If your financial intermediary is connected to VOTACCESS, you will need to log in to its online portal using your usual access codes. Then click on the icon corresponding to your Soitec shares and follow the on-screen instructions to access the VOTACCESS website and cast your vote.
• If your financial intermediary is not connected to VOTACCESS, please refer to the postal procedure described above in order to vote.</td></tr>
<tr><td></td><td colspan="2">Only electronic voting forms duly completed, signed, received and confirmed by Uptevia no later than the day before the General Meeting, i.e. Tuesday, July 28, 2026, at 3:00 p.m. (Paris time) at the latest, will be taken into account.</td></tr>
</table>

2.3.3 You wish to appoint a proxy by post or by Internet

You can appoint a proxy:

To the Chair of the Meeting | or | To any other individual or legal entity

	YOU ARE A SHAREHOLDER WITH REGISTERED SHARES	YOU ARE A SHAREHOLDER WITH BEARER SHARES
By post	If you have not opted for e-convening, a voting form will be sent to you by post together with your notice of meeting. Depending on your choice, **tick the BOX**: ☒ "I hereby give proxy to the Chairman of the General Meeting" OR ☒ "I hereby appoint:" and provide the requested information. Then date, sign it and return it using the attached pre-paid envelope.	Request a voting form from your financial intermediary, no later than six days before the date of the Meeting (*i.e.* **Thursday, July 23, 2026 at the latest**). Depending on your choice, **tick the BOX**: ☒ "I hereby give proxy to the Chairman of the General Meeting" OR ☒ "I hereby appoint:" and provide the requested information. Then date, sign it and return it to your financial intermediary.
	Only notifications of appointment or revocation of proxies duly completed, signed, received and confirmed by Uptevia **no later than three days before the General Meeting, *i.e.* Sunday, July 26, 2026 at the latest,** will be taken into account.	
By Internet	• If you are a shareholder with **pure REGISTERED** shares, log in to your Shareholder account at www.investors.uptevia.com with your usual access codes, which are indicated on: • the voting form sent to you; or • the e-convening notice, if you have chosen this option. Once you have logged in to your Shareholder account, follow the on-screen instructions to access the VOTACCESS website and appoint or revoke a proxy. • If you are a shareholder with **administered REGISTERED** shares, log in to the VoteAG website at www.voteag.com using the temporary access codes, which are indicated on: • the voting form sent to you; or • the e-convening notice, if you have chosen this option. Once you have logged in to VoteAG, follow the on-screen instructions to access the VOTACCESS website and appoint or revoke a proxy.	Contact your financial intermediary, to determine whether or not it is connected to the VOTACCESS website and, if so, whether this access is subject to specific conditions of use. Only shareholders with **BEARER** shares whose financial intermediary is connected to VOTACCESS will be able to appoint or revoke a proxy online. • If your financial intermediary is connected to VOTACCESS, log in to its online portal using your usual access codes. Then click on the icon corresponding to your Soitec shares and follow the on-screen instructions to access VOTACCESS and appoint or revoke a proxy. • If your financial intermediary is not connected to VOTACCESS, please refer to the postal procedure described above in order to appoint or revoke a proxy.
	Only electronic notifications of appointment or revocation of proxies duly completed, signed, received and confirmed by Uptevia **no later than the day before the General Meeting, *i.e.* Tuesday, July 28, 2026, at 3:00 p.m. (Paris time) at the latest,** will be taken into account.	

The appointment or revocation of a proxy may also be notified electronically, by sending an email bearing an electronic signature, generated by a reliable identification process that guarantees your link with the voting form, to the following email address: ct-mandataires-assemblees@uptevia.com. The notification must specify your surname, first name, address and the surname, first name and address of the appointed or revoked proxy as well as, for **pure REGISTERED** shareholders, your Uptevia identification and for **administered REGISTERED** shareholders, your login available from your financial intermediary.

Only notifications relating to the appointment or revocation of a proxy may be sent to the above email address. Any request or notification relating to any other matters will not be taken into account and/or processed.

Where a proxy is granted without designating a proxy holder, the Chair of the Meeting will vote in favour 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, only the notification of appointment of a proxy will be taken into consideration.

Proxies appointed for this General Meeting shall remain valid for any subsequent meeting convened with the same agenda, and may be revoked in the same manner as the appointment of the proxy holder.

2.4 Additional information

You wish to request confirmation of your vote

You may request confirmation of your vote as follows:

- By Internet (*via* VOTACCESS): by ticking the box provided for this purpose. Confirmation will be available in the "Voting instructions" section within 15 days after the General Meeting.
- By post **:** by sending a request to Uptevia within a maximum period of three months following the General Meeting. The reply will be sent to you within 15 days following the General Meeting (for any request prior to it) or within 15 days of receipt of your request (for requests submitted after the Meeting).

You sell your shares

In the event of transfer of ownership of your shares before the fifth business day preceding the Annual General Meeting, *i.e.* before **Wednesday, July 22, 2026 at midnight (Paris time)**, the Company will invalidate or amend, as the case may be, the vote casted remotely. To this end, in the case of **BEARER** shareholders, your financial intermediary will notify the transfer of ownership to the Company or Uptevia, its centralized agent, and will transmit the necessary information.

You wish to submit written questions

Written questions must be sent to the Company's registered office, either by registered letter with acknowledgement of receipt, to the following address: for the attention of the General Secretary, "AG 29 juillet 2026" Parc Technologique des Fontaines – Chemin des Franques - 38190 Bernin – France, or by email to the following address: shareholders-gm@soitec.com, no later than the fourth business day preceding the General Meeting, ***i.e.*** **Thursday, July 23, 2026 at the latest**.

To be admissible, they must be enclosed with a certificate of shareholding. The answer to a written question shall be deemed provided upon publication on the Company's website (www.soitec.com), under Investors > Shareholders > Shareholders' general meetings > 2026 Annual general meeting. A common answer may be provided to several written questions if they have the same content.

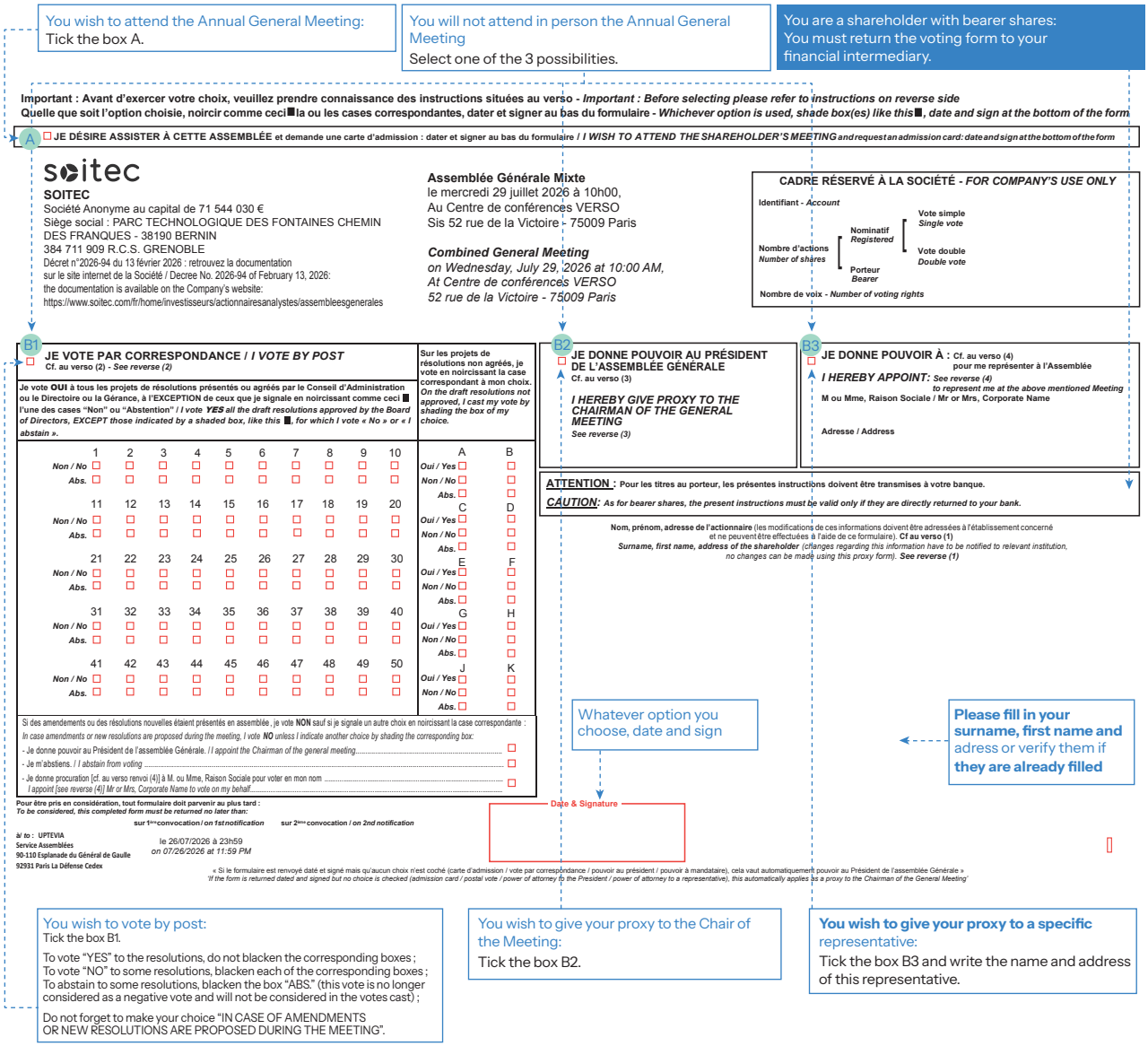
Your key dates

Friday, July 10, 2026 at 12 p.m.	• **Opening of VOTACCESS**
Wednesday, July 22, 2026	• Record date for share registration to participate in the General Meeting
Thursday, July 23, 2026	• Deadline for submitting written questions
Sunday, July 26, 2026	• Deadline for receipt by Uptevia of postal voting forms and proxy appointments/revocations
Tuesday, July 28, 2026 at 3:00 p.m.	• Deadline for receipt by Uptevia of electronic voting forms and proxy appointments/revocations
Tuesday, July 28, 2026 at 3:00 p.m.	• **Closing of VOTACCESS**

Obtaining information

Availability of the documents relating to the General Meeting on the Soitec website	The preparatory documents for the General Meeting will be posted online, as of **Wednesday, July 8, 2026,** on the Soitec website (www.soitec.com), under Investors > Shareholders > Shareholders' general meetings > 2026 Annual general meeting. If you wish to receive the preparatory documents for the Meeting by email or by post, you may request them until **Friday, July 24, 2026** by returning the form available on the last page of this notice of meeting, provided that they have not been previously published on the Soitec website. In accordance with the new provisions of Article R.225-88 of the French Commercial Code in force, the Company reserves the right to respond to a request for documents by directing shareholders to its website (www.soitec.com). Therefore, we invite you to regularly consult the Company's website for the latest updates regarding the General Meeting.
Contact the Company	For any questions relating to the General Meeting or its organisation, you can send an email to shareholders-gm@soitec.com.

2.5 How to fill in the voting form?



Regardless of your choice to attend the General Meeting, the voting form must be duly completed, dated and signed in the "Date & Signature" box.

To be taken into consideration by Uptevia, the form must:

- **By post:** be received **no later than Sunday, July 26, 2026** at the following address: Uptevia, Service Assemblées Générales – Cœur Défense, 90-110 Esplanade du Général de Gaulle – 92931 Paris la Défense Cedex - France (a pre-paid envelope is attached to the notice of meeting for **REGISTERED** shareholders)
- **By Internet (*via* VOTACCESS):** to be submitted **no later than the day before the General Meeting, *i.e.* on Tuesday, July 28, 2026 at 3:00 p.m. (Paris time) at the latest**.

Please note that the validity of the voting form remains subject to confirmation by Uptevia.

03

Summary statement of Soitec's situation for the fiscal year 2025-2026

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 engineered 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 are increasingly present in data centers, the automotive sector, industrial applications and in smart devices. 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 functions and performance of its customers' integrated circuits (ICs). The proprietary Smart Cut™[(1)] 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 and wafer-to-wafer bonding. It stretches the traditional limits of techniques for 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 compounds. Soitec has also developed expertise in stacking integrated circuit layers onto a substrate different from the one on which it is manufactured (Smart Stacking™[(2)]) and epitaxially. These technologies can be combined and form an impressive innovation-oriented toolkit, capable of offering optimally efficient solutions to its customers.

Soitec produces these engineered substrates at manufacturing units equipped with technologies at the cutting edge of quality control and productivity. The Group sells the substrates to semiconductor foundries and integrated device manufacturers worldwide for them to develop the most cutting-edge products. The engineered substrates developed and produced by Soitec are then used by its customers to manufacture electronic chips for the artificial intelligence (data centers, smart devices), mobile telecommunications (smartphones, 5G infrastructure) and automotive markets and for industrial applications. 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 Piezoelectric-on-Insulator (POI) substrates for the manufacture of high-performance RF filters. In addition, Soitec develops wide bandgap semiconductor substrates such as gallium nitride (GaN), silicon carbide (SiC) and indium phosphide (InP). Soitec then applies its Smart Cut™ technology, both to improve their performance and produce them more efficiently. 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/home/technology/innovation/smart-cut.
(2) Description of the Smart Stacking™ process: https://www.soitec.com/home/technology/innovation/smart-stacking.

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

By the end of the next decade, digitalization and artificial intelligence will continue to play a key role in transforming the smartphone, automotive and connected objects markets as well as data centers.

Edge AI is set to considerably improve the data processing capabilities of smartphones. 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 even more advanced AI algorithms, optimizing driving safety as well as vehicle maintenance and energy management. Levels 3 and 4 autonomous cars will gradually become accessible thanks to improved interconnectivity between sensors, cameras and embedded edge computing.

This development is part of the broader rise of physical AI: the transition from purely digital intelligence to intelligence capable of interacting with the real world. These technological advances are no longer confined to smartphones or vehicles; they now extend to humanoid robots, that will gradually become capable of performing complex, multi-skilled tasks in real-world environments, from industrial sites to personal services.

The number of smart objects with embedded AI is set for rapid growth. Local data processing (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 toward ultra-low-latency optical interconnections to ensure the rapid transfer of massive volumes of data between servers and AI computing units, while drastically 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.

3.1.2 Protecting the environment requires powerful technological innovations

Today, protecting the environment is synonymous with fighting global warming and resource scarcity. In extreme cases, such a scenario in which GHG emissions continue increasing, sea levels could rise by more than one meter by 2100, compared to the 22-centimeter rise seen over the last century. In response to the urgency set out by the various COPs, the overall objective remains limiting the increase in temperatures to 1.5°C by the end of the century. Fully committed to this decarbonization pathway, Soitec had its emissions reduction targets (Scopes 1 and 2) validated by the Science Based Targets initiative (SBTi).

Achieving the 1.5°C target will require a profound transformation, including a major reduction in electricity generation emissions by 2030. This challenge is made all the more difficult given the dramatic expansion of artificial intelligence, and the resulting need for computer power in data centers, leading to significant additional electricity demands. At the same time, the emergence of physical AI – from autonomous vehicles to humanoid robots – calls for decentralized, high-performance intelligence. In this context, the use of cutting-edge energy-efficient technologies and the growing adoption of electric mobility play a fundamental role. An increasingly connected world is taking shape, where the viability of AI and smart devices will depend directly on our ability to make them extremely more energy efficient.

The global market for Edge AI is expected to see strong growth between now and 2030, in order 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 interconnections 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. Thanks to its strategic positioning, Soitec delivers innovative products to the following three main markets: Edge & Cloud AI, Mobile Communications and Automotive & Industrial.

3.1.3 An ever changing and rapidly growing global semiconductor market

Global semiconductor industry sales saw strong growth in 2025, increasing more than 25% to around US$792 billion, after an almost 20% rebound in 2024, according to the annual World Semiconductor Trade Statistics (WSTS) review. This strong growth is mainly driven by accelerated demand for artificial intelligence and memories. 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 should continue to grow by more than 20% 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 wars in Ukraine and the Middle East, and growing global geopolitical tensions (particularly the recent US government announcements of potentially stricter tariffs), represent an indirect risk factor 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[1]. In terms of the outlook for 2030, the semiconductor market is estimated to be worth between US$1,500 billion and US$1,800 billion[2].

3.1.4 Edge & Cloud AI

Artificial intelligence has emerged as the primary driver of digital transformation, redefining semiconductor requirements through two complementary pillars: massive data center infrastructure and embedded intelligence (Edge AI).

The rise of generative AI has triggered an unprecedented wave of investment in computing infrastructure. To meet the power requirements of large language models (LLM), the world's technology leaders (hyperscalers) are accelerating the rollout of next-generation data centers. By 2025, cumulative investment in AI infrastructure by all hyperscalers, such as Alphabet, Amazon, Meta and Microsoft, had reached around US$400 billion, up 68% on 2024[3].

This increase in power poses critical challenges in terms of bandwidth and energy efficiency. In order to route vast volumes of data between servers while limiting power consumption, traditional copper solutions are gradually being replaced by optical interconnections. The market for optical transmission technologies, which stood at around US$10 billion in 2024, is therefore expected to reach around US$40 billion by 2030[4].

Just as it does in the cloud, AI is shifting as close to the data as possible. Initially equipped with simple sensors, connected objects are evolving into complex systems capable of local processing. This trend, known as Edge AI, guarantees data confidentiality, eliminates transmission latency and reduces the system's overall energy footprint.

When it comes to speeding up data transmission in data centers, or enabling not only ultra-precise detection but also autonomous and immediate response from nomadic devices, vehicles or robots, the limits of physics require the development of new chip architectures. Performance is no longer measured by gross computing power alone, but also by energy efficiency.

Soitec is at the crossroads of this flux. Thanks to its advanced materials technologies, the Group provides concrete solutions to optimize the consumption of data centers dedicated to AI, accelerating data flows, and equipping intelligent systems with complete decision-making autonomy, from the design phase to immediate execution, all while maximizing energy efficiency.

3.1.5 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[5]. Generative artificial intelligence could have a significant impact on future mobile network data flows, notably by increasing video consumption and changing uplink requirements. Mobile communication – particularly smartphone-based – continues 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. The market then rebounded by 6% in volume in 2024, and continued to grow by around 2% in 2025, driven by premium devices. In 2026, however, forecasts remain cautious due to capacity pressures on the memory market, which has been mobilized en masse to meet the exponential demand for AI infrastructures. Meanwhile, the uptake of 5G-enabled models continues, from 200 million units in 2020 to around 900 million in 2025[6]. Adoption of 5G smartphones is growing steadily, 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[7], which is directly reflected in higher demand for Soitec products.

One of Soitec's flagship products, the RF-SOI substrate, 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 Soitec's RF-SOI content than a 4G phone[8].

Several other Soitec products have been developed to serve specific 5G requirements. Although the development of 5G mmWave technology is progressing in targeted geographic areas and for specific industrial applications, the bulk of growth is based on optimizing existing infrastructure. While the number of base station units is lower than mobiles, they incorporate much higher volumes of semiconductor materials and more complexity, opening up sustainable growth opportunities for Soitec in the deployment of next-generation networks.

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 (Piezo-on-Insulator) product's strong traction, one of the key elements in diversifying Soitec's product portfolio.

(1) Gartner: https://www.gartner.com/en/articles/what-s-ahead-for-semiconductor-shortages.
(2) McKinsey & Company: https://www.mckinsey.com/industries/semiconductors/our-insights/hiding-in-plain-sight-the-underestimated-size-of-the-semiconductor-industry.
(3) BNP Paribas Research (December 2025).
(4) LightCounting, Silicon Photonics, LPO and CPO (May 2025).
(5) Ericsson Mobility Report, November 2024: https://www.ericsson.com/4adb7e/assets/local/reports-papers/mobility-report/documents/2024/ericsson-mobility-report-november-2024.pdf.
(6) Soitec consensus, based on industry data and sell-side analyst reports.
(7) Yole, RF Front-End Module Comparison 2024: https://www.yolegroup.com/product/report/rf-front-end-module-comparison-2024--5g-nrsub-6ghz-/.
(8) Soitec's engineered substrates for 5G, 2020: https://www.soitec.com/media/files/soitec_5g_march_2020.pdf.

3.1.6 Automotive & Industrial

Today's cars are increasingly equipped with multimedia content, are becoming safer and greener, and will soon be fully autonomous. These trends will transform 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 are becoming smartphones, supercomputers and power stations 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[1].

In 2030, around half of cars sold should be either fully electric or hybrid, versus around 28% in 2025[2]. Although there are several, mainly technological and legal, obstacles to remove 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[3]. 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 that meet the needs of energy, connectivity and the smart industry.

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, and it fully benefits from the growth of the semiconductor market, which is being driven by strong demand for artificial intelligence.

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 Europe. After several years of strong overperformance from Mobile Communications revenue, the decline in the smartphone market in 2023 and 2024 led to overstocking of RF-SOI throughout the entire value chain. Although the smartphone market began a recovery in 2024 that continued into 2025, fabless companies and foundries (Soitec's direct customers) continued to dispose of inventory at above historical rates. This weighed on Soitec's RF-SOI revenue, and, against this backdrop, Group revenue fell by 30% over fiscal year 2025-2026.

Nevertheless, powerful structural trends such as artificial intelligence, photonics, connectivity and automation, as well as energy efficiency, are driving a steady demand for semiconductor devices and materials in Soitec's strategic end markets.

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

1. **Accelerate profitable growth**: Soitec is committed to strengthening its expansion by entering new markets, all while consolidating its principal activities to maintain its technological edge. This ongoing dedication to innovation enables the Group to identify emerging opportunities and expand its portfolio of substrates into new applications, securing its core business while generating profitable revenues beyond its current segments.
2. **Protect our value and profit generation**: Soitec places financial performance and operational efficiency at the heart of its growth model. By making strong value recommendations that combine technological advantage and economic competitiveness, the Group strengthens its market differentiation. This ambition is underpinned by rigorous financial discipline applied throughout the organization, enabling Soitec to protect its margins and sustain its ability to generate sustainable value for all stakeholders.
3. **Execute at the right speed with a quality mindset**: 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.
4. **Nurture relationships with internal and external partners**: 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.
5. **Drive sustainability and develop people & organization**: 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. 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.

To meet the growing demand of its customers, Soitec sustainably and profitably promotes the adoption of its products through partnerships and value chain investments by leveraging three main pillars:

1. **Strengthen its leadership in SOI**: Soitec is consolidating its leading position in the market through continuous innovation and strategic collaborations.
2. **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.
3. **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 customers, 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) Infineon, ATV Roadshow and Call: https://www.infineon.com/dgdl?fileId=5546d46174dd743b0174f89228fe001d.
(2) Soitec consensus, based on industry data and sell-side analyst reports.
(3) Source: UBS Analyst Report.

STRATEGY

A value creation strategy for sustainable growth

RESOURCES

HUMAN

over **2,100**

employees
of 49 nationalities,
with 36% women

INNOVATION

over **4,700**

active patents, including **471** filed in fiscal year 2025-2026. Soitec comes **25th** in INPI's 2025 ranking of patent filers, and is also the second-ranked mid-sized company

ECOSYSTEM BASED ON RELATIONSHIPS

14

partners in academics and research, including **MIT, CEA-Leti, NUS** among others

PRODUCTION

6

production lines
worldwide

FINANCIAL STRENGTH

€1,327m

in equity at March 31, 2026

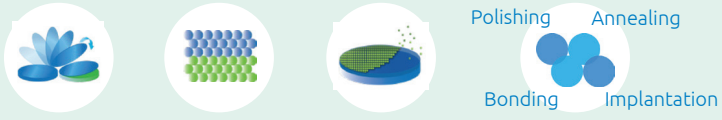
VISION

"To be the undisputed sustainable leader in engineered substrates supplying the world with energy-efficient semiconductors."

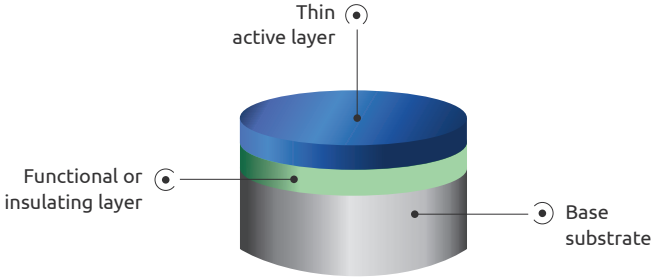
EXPERTISE

Technology

Technological expertise in the transfer of thin layers and the integration of advanced semiconductor materials.



ENGINEERED SUBSTRATES



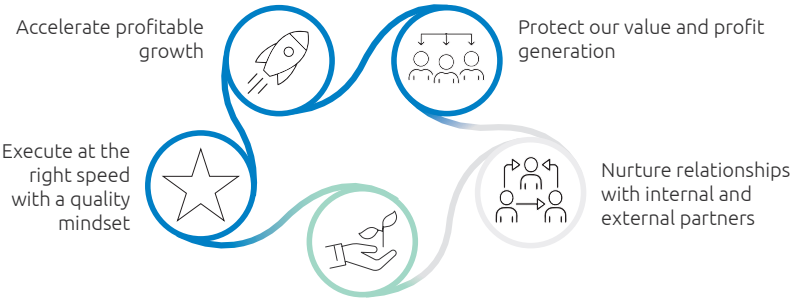
CORPORATE PURPOSE

"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.

5 strategic priorities



Production

High-volume production capacity while maintaining rigorous control of wafer uniformity.

- A global footprint
- An agile industrial model
- Operational excellence
- Sustainable and responsible manufacturing

5 PRODUCT LINES

- RF-SOI
- Power-SOI
- FD-SOI
- Photonics and optical sensing
- POI and filter design

3 END MARKETS

- Mobile Communications
- Automotive & Industrial
- Edge & Cloud AI

VALUE CREATION

EMPLOYEE SHAREHOLDING STRUCTURE

100%
of employees eligible for free performance share plans

PLANET

36%
reduction in Scopes 1 and 2 GHG emissions in absolute terms in 2025 compared with the 2020 baseline

30%
reduction in water withdrawals per production unit during fiscal year 2025-2026 compared with the 2020-2021 baseline

CUSTOMERS

19.3%
of revenue invested in R&D (before capitalization)

SHAREHOLDERS

€592m
in revenue

25.4%
EBITDA margin in fiscal year 2025-2026

TRENDS and opportunities

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

DIGITALIZATION & AI

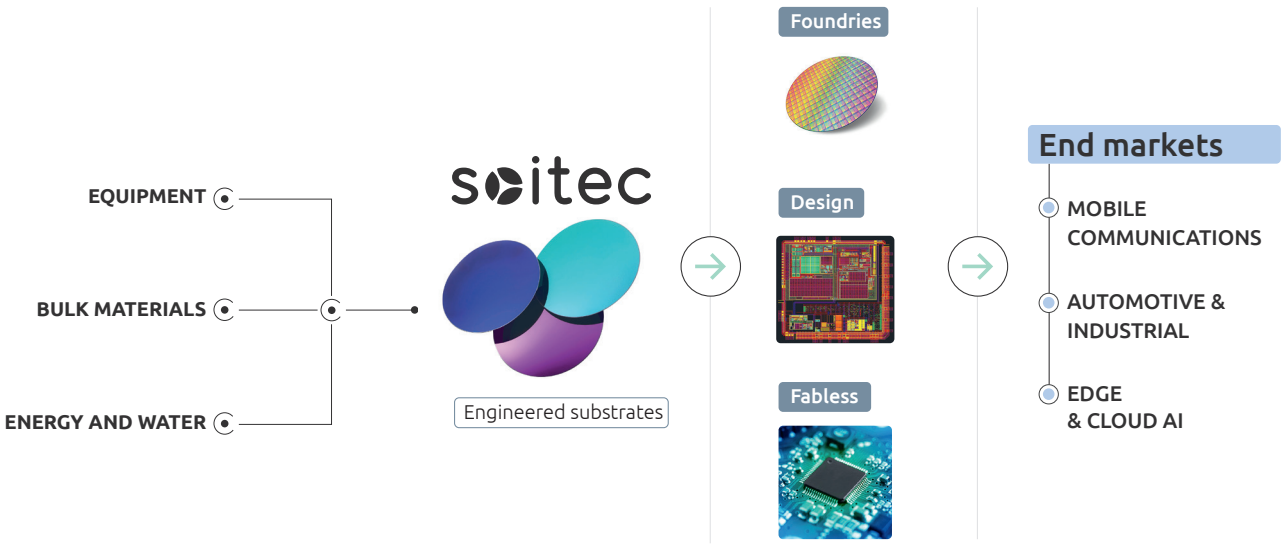
Our environment is constantly digitalizing, and we are entering an unprecedented age of artificial intelligence. Driven by exponential data growth and computing capabilities, the rise of AI is already having a profound impact on the global economy, transforming productivity and redefining the way we live and work. The adoption of AI could boost global economic output by as much as 15 percentage points by 2035(1), an impact comparable to that of the industrial revolution.

NATURE PRESERVATION

The approach to environmental matters is now more holistic, and not solely focused on energy, which is driving the industry to make connections between technical advances and protecting nature, in particular through the development of more efficient, eco-designed solutions. The aim is to shift towards products that combine high performance with a reduced environmental footprint, all while optimizing energy consumption and water and resource use. With this in mind, technological innovation is increasingly being seen as a lever to keep pace with market developments, and contribute to preserving ecosystems at the same time.

SOITEC HAS A UNIQUE POSITION IN THE SEMICONDUCTOR VALUE CHAIN

Global semiconductor industry sales totaled around US$792 billion in 2025, according to the Semiconductor Industry Association's (SIA) annual industry review. This represents a level nearly 20% higher than in 2024, mainly due to strong demand for AI chips and a rebound in the memory market. The SIA anticipates further growth of over 20% in 2026. In terms of the long-term outlook, the semiconductor market is expected to be worth between US$1,500 and US$1,800 billion by 2030(2).



(1) PwC: *Value in motion*, April 2025; https://www.pwc.com/gx/en/issues/value-in-motion.html.
(2) McKinsey: *Hiding in plain sight: The underestimated size of the semiconductor industry*, January 2026; https://www.mckinsey.com/industries/semiconductors/our-insights/hiding-in-plain-sight-the-underestimated-size-of-the-semiconductor-industry.

Meeting the demand from three end markets

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 almost 900 million units in 2025[1], the adoption of 5G is giving rise to a sharp increase in semiconductor content in smartphones[2], 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.

AUTOMOTIVE & INDUSTRIAL

The car is no longer just a means of transport, it has become a veritable computer on wheels, combining connectivity and respect for the environment.

Indeed, the automotive segment is going through a once-in-a-century transformation thanks to the connected, autonomous, shared and electric (CASE) megatrend. Our cars are becoming supercalculators and power stations all rolled into one.

With a compound annual growth rate estimated at more than 10% between 2020 and 2030, the automotive electronics segment is one of the fastest growing markets in the semiconductor industry[3], mainly driven by electrification and autonomous driving[4].

Boosted by increasing adoption, electric vehicles represented a quarter of global sales in 2025, and should reach 50% by 2035[5].

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

EDGE & CLOUD AI

Artificial intelligence (AI) is revolutionizing our society and our economy. It is redefining the way we work, consume and interact for the foreseeable future.

This revolution relies first and foremost on cloud infrastructure, involving the extensive rollout of data centers dedicated to AI, essential for building and running the most advanced models. The power and efficiency demands of these data centers make silicon photonics a vital component. By replacing electronic interconnections with optical connections, data transfer is dramatically accelerated as close as possible to the chip, while also offering much greater energy efficiency.

At the same time, data processing is gradually moving closer to the user: this is Edge AI, acting in real time and directly at the heart of the object, meeting the strategic imperatives of responsiveness, confidentiality and service continuity. The trend culminates with the emergence of humanoid robots and complex autonomous systems for which on-board intelligence is a must. However, this decentralization requires radical energy sobriety, where every watt consumed must be maximized to ensure the machine's performance and autonomy.

soitec

5 Business Lines

- RF-SOI
- POI and filter design
- FD-SOI
- Power-SOI
- Photonics and optical sensing

2 Emerging Business Lines

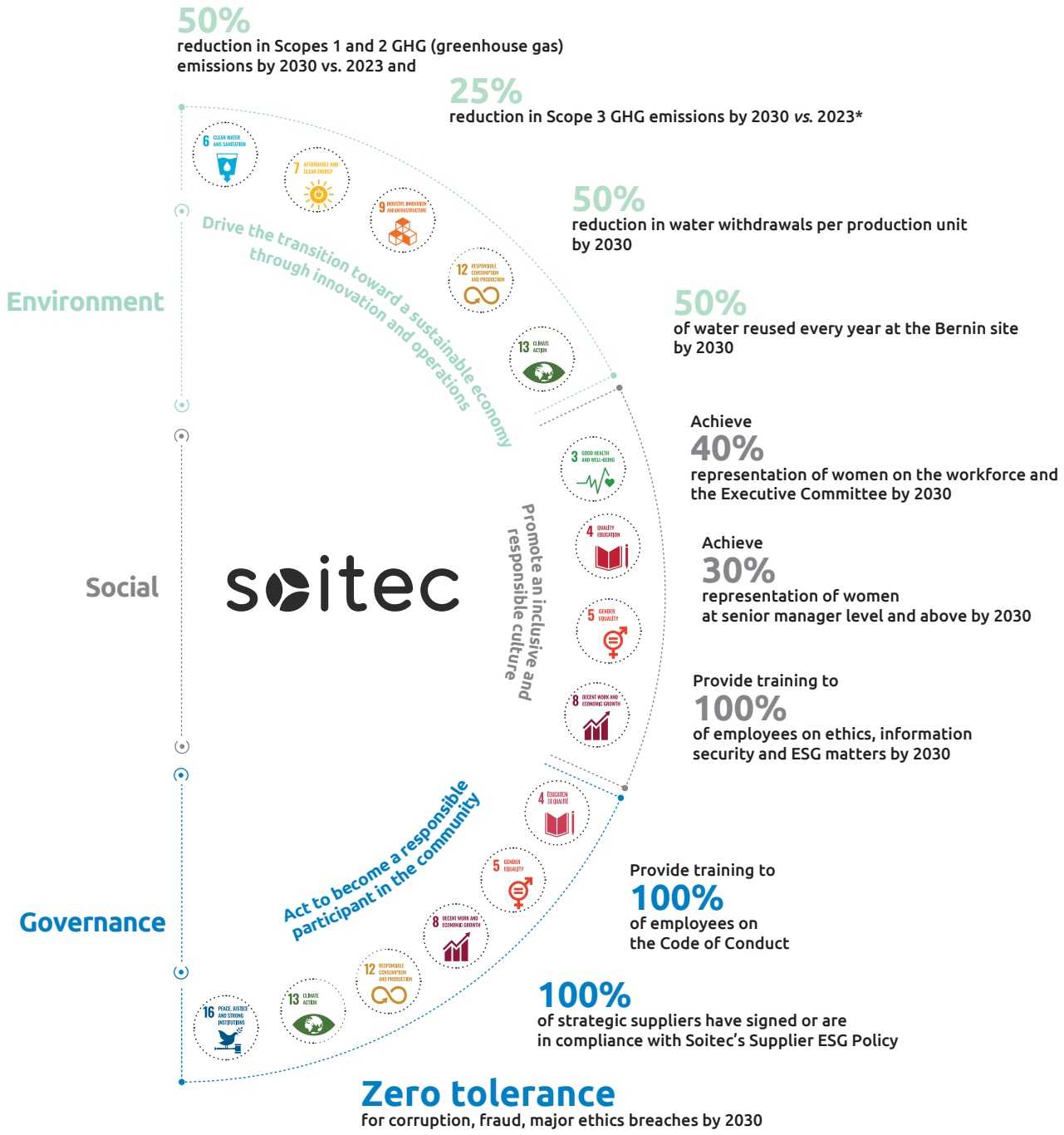
- RF-GaN
- SmartSiC™

(1) IDC, *Soitec estimates.*
(2) Yole, *5G impact on RF front-end module content,* 2020.
(3) Deloitte, *Semiconductor – The Next Wave*: www.deloitte.com.
(4) Bain, *Electric and Autonomous Vehicles – The Future is Now:* www.bain.com.
(5) IEA, *Global EV Outlook 2026:* www.iea.org.

SUSTAINABLE DEVELOPMENT

Sustainability strategy

Sustainability is enshrined in Soitec's strategy. We defined a roadmap for 2026, which was then extended to 2030.



* Targets submitted to the SBTi and currently in the process of being validated.

Non-financial performance

A GLOBAL ECOSYSTEM FOR INNOVATION

over 4,700
active patents worldwide

27%
of patents filed by women

18 research projects
with CEA-Leti

310 employees
working in R&D

SUSTAINABILITY, THE CORNERSTONE OF PERFORMANCE

68%
Taxonomy alignment in fiscal year 2025-2026 (46% in fiscal year 2024-2025)

49%
of water recycled and reused

36%
reduction in Scopes 1 and 2 GHG emissions in absolute terms compared with 2020

96%
of strategic suppliers have signed Soitec's Supplier ESG Policy

B score
from CDP (water and climate)

PROTECTING OUR ACTIVITIES AND OUR STAKEHOLDERS

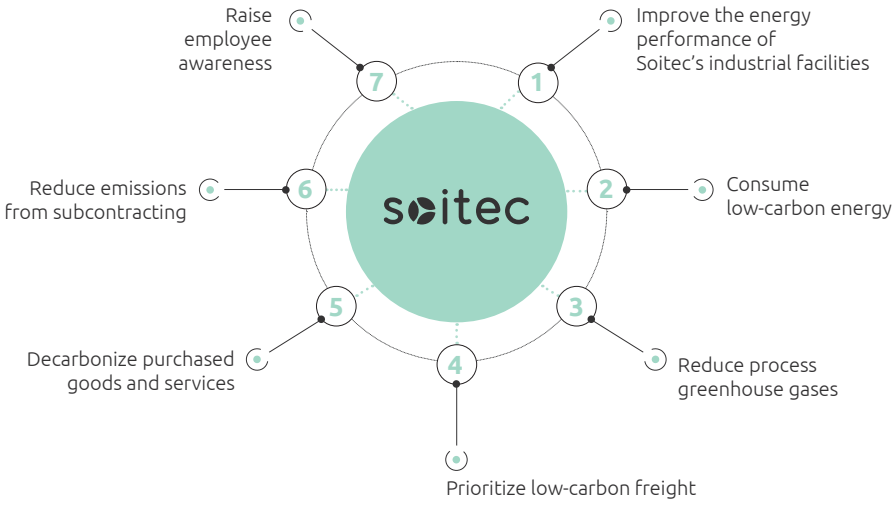
0
major cyber incidents

93 %
of employees trained in data protection and cybersecurity

Information security:
Bernin site audited and
ISO 27001 certified

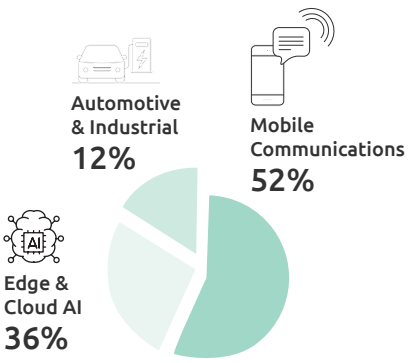
0
confirmed cases of corruption

THE SEVEN PILLARS OF THE CLIMATE PLAN

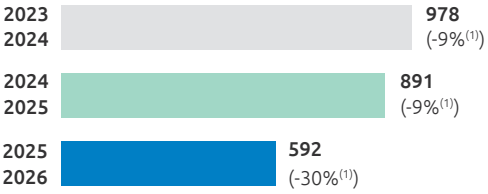


FINANCIAL PERFORMANCE

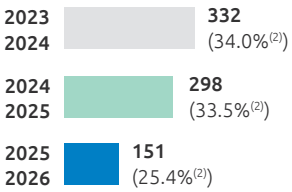
€592m
in revenue
for fiscal year 2025-2026



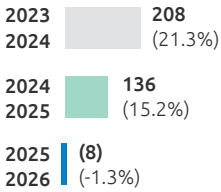
REVENUE
(in € millions)



EBITDA (continuing operations)
(in € millions)

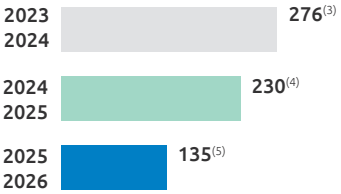


CURRENT OPERATING INCOME
(in € millions)



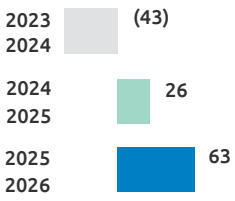
(1) Annual growth calculated at constant scope and exchange rates.
(2) Proportion of revenue.

CAPEX (Net cash used in investing activities)
(in € millions)

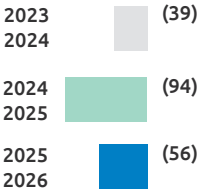


(3) €225m net of finance leases.
(4) €199m net of finance leases.
(5) €128m net of finance leases.

FREE CASH FLOW



NET DEBT
(in € millions)



3.2 Financial situation and consolidated results of the fiscal year

3.2.1 Income statement for fiscal year 2025-2026

(in € millions)	2025-2026	2024-2025
Revenue	**592**	**891**
Gross profit	96	286
as a % of revenue	*16.3%*	*32.1%*
Current operating income/(expense)	**(8)**	**136**
as a % of revenue	*-1.3%*	*15.2%*
Other operating expenses	(123)	(16)
Operating income/(expense)	**(131)**	**119**
as a % of revenue	*-22.1%*	*13.4%*
EBITDA	**151**	**298**
as a % of revenue	*25.4%*	*33.5%*
Net financial expense	(31)	(9)
Income tax	(61)	(19)
NET PROFIT/(LOSS) – GROUP SHARE	**(220)**	**92**
as a % of revenue	*-37.1%*	*10.3%*
Current net profit/(loss)[1]	**(14)**	**109**
Basic earnings/(loss) per share *(in €)*	(6.17)	2.57
Basic current earnings/(loss) per share *(in €)*[2]	(0.38)	3.07

(1) Current net profit/(loss) reflects net profit/(loss) (Group share), excluding significant one-off events during the period that could skew analysis of the Group's recurring performance.
(2) Basic current earnings per share corresponds to current net profit divided by the weighted average number of ordinary shares.

3.2.2 Revenue

(in € millions)	2025-2026	2024-2025	% change reported	% change at constant scope and exchange rates
Mobile Communications	309	546	-43%	-41%
Edge & Cloud AI[1]	214	216	-1%	8%
Automotive & Industrial	69	129	-47%	-44%
REVENUE	**592**	**891**	**-34%**	**-30%**

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

Consolidated revenue came in at €592 million, down 30% at constant scope and exchange rates from €891 million in fiscal year 2024-2025. On a reported basis, revenue fell by 34%. This reflects a negative currency effect of 3 percentage points, as well as an unfavorable 1-percentage-point scope effect on the Edge & Cloud AI division, linked to the sale of the Dolphin Design SAS activities during the previous fiscal year.

The downturn in revenue is mainly due to lower sales volumes, combined with an unfavorable price/mix, and reflects 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 positive growth momentum.

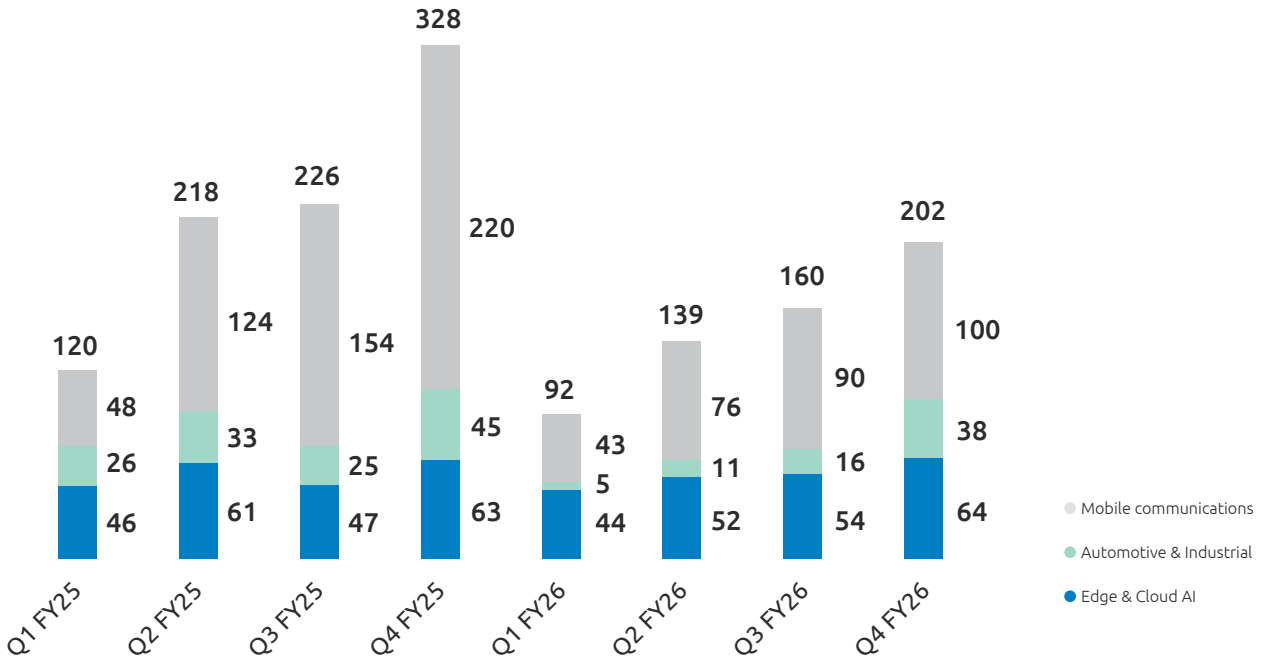
Mobile Communications sales were impacted by further reductions in inventory levels of RF-SOI products for radio frequency applications at certain customers. The performance of POI products, for SAW filters in smartphones, reflects contrasting dynamics with a temporary slowdown in Asia combined with strong adoption momentum by so-called "fabless" customers in the United States.

The **Edge & Cloud AI** division enjoyed positive sales momentum, driven by a strong contribution from photonics-related activities, and by the development of FD-SOI solutions in Edge AI applications.

As expected, the **Automotive & Industrial** division recorded a decline in activity in an ongoing context of subdued demand and limited visibility over the market outlook. The market is continuing its readjustment phase, marked by a stabilization of orders and gradual destocking across the value chain.

CHANGE IN REVENUE BY QUARTER

(in € millions)



Mobile Communications

-41%
at constant scope and exchange rates

+52%
of total revenue

In fiscal year 2025-2026, Mobile Communications revenue came in at €309 million, down 41% compared to fiscal year 2024-2025 at constant scope and exchange rates.

Mobile Communications is operating in a fluctuating market environment. While the market for smartphones saw slight growth in 2025, it is expected to decline in 2026, notably due to persistent tensions over memory supplies. However, this trend should be partially offset by the increase in **RF-SOI** content per device, driven by the widespread adoption of 5G and the growing complexity of radio frequency architectures. The gradual adoption of next-generation Wi-Fi standards (Wi-Fi 6/6E/7) is also helping drive demand for high-performance RF solutions.

Supported by these favorable structural trends, the trajectory of the addressable market for **RF-SOI** substrates is on the up. In the short term, however, the demand environment remains mixed, due in particular to longer smartphone renewal cycles. In addition, high inventory levels at certain customers, mainly foundries, are expected to continue weighing on revenue during fiscal year 2026-2027, ahead of a gradual return to more normalized demand as these inventories are consumed.

Sales of **POI (Piezoelectric-on-Insulator)** substrates for RF filters were slightly down on the previous fiscal year, when performance was driven by a strong ramp-up phase. This reflects a temporary slowdown in demand in Asia, despite continued growth in sales to leading US customers. POI is gradually establishing itself as the go-to substrate for the most advanced surface acoustic wave (SAW) filters, and is being increasingly adopted by leading fabless companies worldwide.

Edge & Cloud AI

In the context of accelerating needs for computing power linked to artificial intelligence, demand for ever more powerful and efficient data center infrastructures continues to intensify. At the same time, the market is seeing good momentum for ultra-high-speed, high-bandwidth optical interconnection solutions. In this context, **Photonics-SOI** technology has gradually become an industry standard, both for optical transceivers and for co-packaged optics (CPO) architectures.

This shift is underpinned by large-scale investments in cloud infrastructure by Big Tech and other artificial intelligence players. The Group is benefiting from this momentum, and is continuing to step up the pace of its Photonics-SOI roadmap in collaboration with the industry's leading global players, positioning this business as a major growth driver for the medium and long term.

In addition, **FD-SOI** technology is consolidating its role as the industry standard for embedded artificial intelligence applications. This technology offers advantages in terms of energy efficiency, performance, thermal management and reliability. It addresses a range of fast-growing markets, including IoT, healthcare, industry and consumer goods, whilst also remaining a key growth driver for the Group.

+8%
at constant scope and exchange rates

36%
of total revenue

Edge & Cloud AI revenue totaled €214 million, up 8% at constant scope and exchange rates. Revenue was down 1% on a reported basis, mainly reflecting a negative scope effect attributable to the disposal of the Dolphin Design SAS businesses during the previous fiscal year. Excluding sales of end-of-life Imager-SOI products recorded in the previous fiscal year, the division's revenue increased by 19% at constant scope and exchange rates in fiscal year 2025–2026.

Demand for **Photonics-SOI** substrates enjoyed strong momentum, fueled by the high level of investment in cloud infrastructure.

Sales of **FD-SOI** substrates are increasing. 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.

Automotive & Industrial

The Automotive & Industrial division reported a sharp drop in revenue amid the broader slowdown in the automotive market, particularly outside China. This reflects a generally more cautious level of demand in the division's main end markets.

-44%
at constant scope and exchange rates

+12%
of total revenue

In fiscal year 2025-2026, Automotive & Industrial revenue came in at €69 million, down 44% compared to fiscal year 2024-2025 at constant scope and exchange rates.

Sales of **Power-SOI** products were down sharply amid a very subdued market environment and high inventory levels at the main industry players. In this under-pressure environment, Soitec nevertheless benefited from good visibility over future activity levels thanks to the signature of a multi-year contract with a major customer. Elsewhere, Soitec is playing an active role in the ecosystem's transition to 300 mm Power-SOI substrates, gradually replacing 200 mm, to support the growing need for solutions dedicated to battery management systems and vehicle electrification applications.

Sales of **FD-SOI** substrates also fell back over the period, albeit to a lesser extent, reflecting sluggish demand in this market. However, the ongoing structuring of the ecosystem is helping to support the spread of FD-SOI in analog and mixed-signal applications, including radar, microcontrollers and wireless connectivity. Some fabs that have adopted FD-SOI are increasingly highlighting the various design wins achieved through their platforms, and are preparing for a sharp increase in output.

The slowdown in **SmartSiC™** business reflects more modest growth in the electric vehicle market, in an increasingly competitive environment and with several customers in the qualification phase. While there is growing interest in this type of substrate, opportunities remain at an early stage and are unlikely to generate significant revenue in the short term.

REVENUE BY GEOGRAPHIC AREA[1]

	2025-2026	2024-2025	2023-2024
Asia	61%	65%	63%
Europe	30%	27%	29%
United States	9%	8%	8%

3.2.3 Gross profit

Gross profit came out at €96 million (16.3% of revenue) in fiscal year 2025-2026, compared to €286 million (32.1% of revenue) in fiscal year 2024-2025.

The decline in gross margin reflects both a weaker demand environment, particularly for RF-SOI substrates due to the correction of customer inventory levels, and the implementation of the pre-announced operating strategy aimed at adapting production levels to end demand, which resulted in a lower capacity utilization rate at production units. This in turn led to a lower level of absorption of fixed production costs and the recognition of idle costs, weighing further on profitability.

Compared with the previous fiscal year, gross margin was also held back by higher depreciation and amortization expense attributable to capital expenditure in previous periods. On the other hand, gross profit benefited from higher subsidies, notably in France under the Important Project of Common European Interest in Microelectronics and Communication Technologies (IPCEI ME/CT), as well as lower industrial manufacturing costs, not dependent on production volumes.

3.2.4 Operating income

Operating income corresponds to gross profit less net R&D costs, selling, general and administrative expenses and other operating income and expenses.

As part of its innovation strategy, the Group is continuing to invest in R&D in order to develop future generations of products based on silicon substrates. These new products are aimed at all end markets, and are designed to support the expansion of the Group's offering and reinforce its differentiating positioning, consistent with Soitec's value creation objectives. In addition, the Group is investing in high-potential upstream technologies that will open up new growth drivers and address emerging markets.

(in € millions)	March 31, 2026	March 31, 2025
Gross R&D costs before capitalization	**(114)**	**(152)**
as a % of revenue	*19.3%*	*17.1%*
Capitalized development costs	-	12
Gross R&D costs	**(114)**	**(140)**
Total income deducted from gross R&D costs	69	56
Net R&D costs	**(45)**	**(85)**

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

Net R&D costs came to €45 million (7.6% of revenue) in fiscal year 2025-2026, down from €85 million (9.5% of revenue) in fiscal year 2024-2025. The €40 million year-on-year decrease in this item mainly reflects:

- lower gross R&D expense before capitalization, chiefly as a result of a decrease in purchases of raw materials, partially offset by a controlled increase in personnel costs;
- the absence of costs for Dolphin Design SAS, following the disposal of its activities in fiscal year 2024-2025;
- an increase in subsidies recognized in income under new European subsidy programs;
- partial offsetting by the absence of capitalized development costs, which amounted to €12 million in the previous year.

Selling, general and administrative expenses amounted to €59 million (10.0% of revenue), versus €65 million (7.3% of revenue) in the previous fiscal year.

The decrease in this item in absolute terms is the result of the Group's ongoing strict cost discipline. It also reflects the decrease in variable compensation, including share-based payments, and the absence in fiscal year 2025-2026, of costs relating to Dolphin Design SAS.

Accordingly, current operating loss totaled €8 million in fiscal year 2025-2026, compared to current operating income of €136 million (15.2% of revenue) in fiscal year 2024-2025.

Other operating income and expenses amounted to a net expense of €123 million and include:

- an impairment loss on SmartSiC™ non-current assets of €41 million, related to a less favorable market outlook than initially anticipated, particularly for silicon carbide (SiC) substrates, due to increasing competition from China;
- an impairment loss on advances to suppliers under long-term raw materials supply agreements;
- the partial writedown of an industrial building at the Singapore site, reflecting changes in the utilization outlook for these assets;
- an adjustment to the earn-outs on the disposal of the Dolphin Design SAS activities.

Taking all of these items into account, the Group recorded an operating loss of €131 million, versus operating income of €119 million the previous fiscal year.

3.2.5 EBITDA

EBITDA from continuing operations (Electronics) amounted to €151 million for the year ended March 31, 2026 (25.4% of revenue). EBITDA decreased by €147 million, compared to €298 million in the previous fiscal year (33.5% of revenue), mainly due to lower business activity.

3.2.6 Net financial expense

In fiscal year 2025-2026, the Group posted net financial expense of €31 million, versus net financial expense of €9 million in fiscal year 2024-2025. This net financial expense consists mainly of:

- €17 million in non-cash foreign exchange losses recorded in the first quarter of fiscal year 2025-2026, mainly due to the revaluation of assets and liabilities denominated in currencies other than the respective functional currencies of the entities holding them, reflecting the evolution of the euro/dollar exchange rate over the period (compared to a net foreign exchange loss of €2 million in the previous fiscal year). The exposure of the consolidated statement of financial position to foreign currency fluctuations was reassessed as part of the foreign exchange risk management policy. As a result, the Group implemented hedging instruments in the second quarter of fiscal year 2025-2026 to limit any potential impact on the financial statements;
- €23 million in financial expenses in connection with financing, including a €4 million non-cash expense relating to the OCEANE 2025 convertible bond, which was redeemed in full at maturity on October 1, 2025;
- €13 million in financial income, mainly on short-term cash investments (versus €19 million in the previous fiscal year).

3.2.7 Income tax

Current and deferred tax expense amounted €61 million, compared to €19 million in the prior fiscal year, mainly reflecting the reduction in deferred tax assets on recognized tax loss carryforwards.

3.2.8 Net profit/(loss)

The Group recorded a net loss of €220 million for the 2025-2026 fiscal year, compared with net profit of €92 million for the fiscal year 2024-2025. This change primarily reflected the decrease in operating income, combined with deteriorated net financial expense and higher tax expense.

Current net loss came to €14 million in fiscal year 2025-2026 compared with current net profit of €109 million for the previous financial period. Current net profit/(loss) reflects net profit/(loss) (Group share), excluding significant one-off events during the period that could skew analysis of the Group's recurring performance.

(in € millions)	**Year ended March 31, 2026**	**Year ended March 31, 2025**
NET PROFIT/(LOSS)	**(220)**	**92**
Neutralization of non-recurring items		
Other operating expenses	123	16
Non-cash foreign exchange loss	19	-
Deferred tax assets	64	1
CURRENT NET PROFIT/(LOSS)	**(14)**	**109**

Basic earnings per share came out at a loss of €6.17 (versus earnings of €2.57 in fiscal year 2024-2025). Diluted earnings per share also represented a loss of €6.17 (versus earnings of €2.56 in fiscal year 2024-2025).

Adjusted basic current earnings per share represented a loss of €0.38 (versus profit of €3.07 in the previous year).

3.2.9 Cash flows and financial position

(in € millions)	2025-2026	2024-2025[2]
EBITDA	**151**	**298**
Change in working capital requirement	49	(79)
Inventories	*24*	*(47)*
Trade receivables	*145*	*(30)*
Trade payables	*(122)*	*(6)*
Other receivables and payables	*1*	*4*
Net tax received/(paid)	3	(17)
NET CASH GENERATED BY OPERATING ACTIVITIES	**202**	**202**
CAPEX[1]	(135)	(230)
Equipment held under finance leases	7	31
Interest received	13	19
Disposals/(acquisitions) of financial assets	0	4
NET CASH USED IN INVESTING ACTIVITIES	**(115)**	**(176)**
Redemption of OCEANE 2025	(325)	-
Bond issues	222	45
Repayments of borrowings and lease liabilities	(84)	(81)
Interest paid and other expenses	(16)	(15)
NET CASH GENERATED USED IN FINANCING ACTIVITIES	**(204)**	**(50)**
Effects of exchange rate fluctuations	(10)	4
NET CHANGE IN CASH	**(126)**	**(21)**
Cash and cash equivalents at beginning of the period	688	708
Cash and cash equivalents at end of the period	562	688
FREE CASH FLOW[2]	**63**	**(23)**

(1) CAPEX corresponds to investments in intangible assets and property, plant and equipment. CAPEX is not a financial indicator defined by IFRS and may not be comparable to CAPEX as reported by other groups.

(2) Data reported at March 31, 2025 have been restated (see Chapter 6, note 3.5 Retrospective restatement of comparative data at March 31, 2025). Free cash flow at March 31, 2025 came out at €26 million on a reported basis. Restated for production equipment financed through leases (€31 million), interest paid (€14 million) and other capital expenditure (€4 million), free cash flow at March 31, 2025 represented an outflow of €23 million.

3.2.9.1 Cash flows

The Group's available cash amounted to €562 million at March 31, 2026, a decrease of €126 million from one year earlier. This change includes net repayments of financing of €179 million and generation of free cash flow of €63 million.

- **Net cash generated by operating activities during the fiscal year amounted to €202 million**, consistent with the operating cash flow generated in the previous fiscal year. Although EBITDA was down by €147 million, net cash generated by operating activities was on a par with fiscal year 2024-2025, thanks to:
  - a €49 million decrease in working capital, versus a €79 million increase in fiscal year 2024-2025;
  - lower taxes paid, with a net tax inflow of €3 million, mainly linked to a refund of an excess tax payment in the previous fiscal year, compared with a cash outflow of €17 million in the previous year.

  The decrease in working capital, in line with the announced strategy, was mainly attributable to:
  - a €145 million decrease in trade receivables due to a decline in business activity;
  - a €24 million decrease in inventories resulting from rigorous management of raw material supplies, and finished goods, adjusted to take account of lower demand and customer orders.
- **Net cash used in investing activities totaled €115 million for the year ended March 31, 2026**, versus €176 million in the prior fiscal year. **Total capital expenditure for fiscal year 2025-2026 amounted to €135 million,** down €95 million year on year. This comprised:
  - capital expenditure during the year (as described in section 5.1.3 *Statement of financial position*);
  - partial offsetting by interest received on cash investments (short-term, liquid and risk-free investments available at any time) during the fiscal year, for €13 million.

- **Net cash used in financing activities totaled €204 million in fiscal year 2025-2026**, versus €50 million in the prior fiscal year, mainly comprising:
  - redemption in full of the OCEANE 2025 bond maturing on October 1, 2025 for a total of €325 million;
  - a €222 million *Schuldschein* loan (see section 5.1.2.2 *Sources of financing*);
  - repayments of bank loans for €55 million, lease liabilities for €27 million and interest paid for €14 million.

(in € millions)	2025-2026	2024-2025
NET CASH GENERATED BY OPERATING ACTIVITIES	**202**	**202**
CAPEX[1]	(135)	(230)
Net interest and other financial expenses	(4)	5
FREE CASH FLOW[2]	**63**	**(23)**
Effects of exchange rate fluctuations	(10)	4
Real estate lease liabilities	(8)	(33)
OCEANE 2025 convertible bonds	(4)	(8)
Other	(3)	5
CHANGE IN NET DEBT[3]	**38**	**(55)**

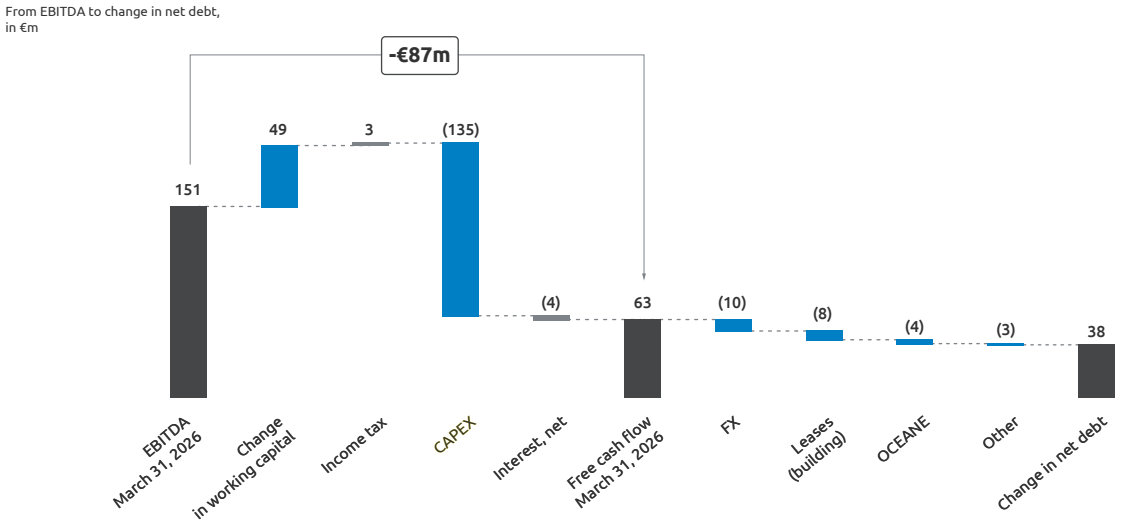
(1) CAPEX corresponds to investments in intangible assets and property, plant and equipment. CAPEX is not a financial indicator defined by IFRS and may not be comparable to CAPEX as reported by other groups.

(2) At March 31, 2025, free cash flow amounted to €26 million on a reported basis. Restated for production equipment financed through leases (€31 million), interest paid (€14 million), and other capital expenditure (€4 million), free cash flow represented an outflow of €23 million.

(3) Net debt corresponds to current and non-current financial liabilities, excluding liabilities relating to virtual power purchase agreements (VPPAs), less cash and cash equivalents (see Chapter 6, note 9.3 Financial risk management).

Free cash flow corresponds to cash generated by operating activities, less investments in intangible assets and property, plant and equipment, interest received and paid, and other financial expenses.

The Group generated €63 million in free cash flow over the fiscal year, mainly as a result of €202 million in net cash generated by operating activities, offset by €135 million in capital expenditure.



3.2.9.2 Sources of financing

The Group's 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, 2026, the Group had a satisfactory liquidity position and limited net debt:

- available cash of €562 million;
- net debt of €56 million at March 31, 2026 versus €94 million at March 31, 2025.

The Group also has credit lines for a total of €120 million (not drawn down at March 31, 2026).

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

- 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, 2026, the amount outstanding on this loan stood at €117 million. The loan has supported both R&D programs and investments in infrastructure projects that will be industrialized for the first time in France;
- real estate leases in France for €106 million at March 31, 2026 (compared to €102 million at March 31, 2025);
- finance leases of equipment in France totaling €85 million at March 31, 2026 (versus €97 million at 31 March 2025);
- bank loans in Singapore with Asia-based banks to finance new production equipment for the site. The loans are repayable between 2026 and 2030, and totaled €67 million at March 31, 2026. €36 million was repaid during the fiscal year;
- the issue of a *Schuldschein* loan, with an average maturity of 4 years, subscribed by European investors for €222 million on March 31, 2026;
- subsidies and repayable advances, which are used to finance a portion of R&D and first industrialization costs;
- a loan taken out with the European Investment Bank (EIB) for a maximum amount of €150 million. This loan was undrawn at March 31, 2026.

Further information on the financing of the Company and the Group is provided in note 8.13 to the consolidated financial statements (section 6.2.1.2 of the 2025-2026 Universal Registration Document).

3.2.10 Subsequent events

None.

3.3 Five-year financial summary

(in € thousands)	March 31, 2026	March 31, 2025	March 31, 2024	March 31, 2023	March 31, 2022
Duration of fiscal year *(months)*	12	12	12	12	12
SHARE CAPITAL AT END OF FISCAL YEAR					
Share capital	71,544	71,453	71,425	71,179	70,301
Number of shares					
• ordinary shares	35,772,015	35,726,462	35,712,302	35,589,417	34,897,013
• preferred shares					253,567
Maximum number of shares to be issued					
• on conversion of bonds					
• on redemption of subscription rights					
EARNINGS					
Revenue before tax	528,351	727,973	757,537	1,037,531	737,317
Earnings before tax, employee profit-sharing, depreciation, amortization and impairment	7,615	135,209	204,778	276,270	182,826
Income tax	(17,468)	(15,480)	117	15,311	3,578
Employee profit-sharing		128	1,063	3,380	1,367
Additions to depreciation, amortization and impairment	126,357	108,714	43,706	45,732	30,881
Net profit/(loss)	(101,273)	41,847	159,892	211,847	147,001
Dividends paid					
EARNINGS PER SHARE					
Earnings after tax, employee profit-sharing, but before depreciation, amortization and impairment	0.70	4.21	5.70	7.24	5.10
Earnings after tax, employee profit-sharing, depreciation, amortization and impairment	(2.83)	1.17	4.48	5.95	4.21
Dividend paid					
PERSONNEL					
Average headcount during the fiscal year	1,621	1,609	1,519	1,427	1,350
Payroll costs	96,483	103,680	92,861	90,320	83,610
Amounts paid in social charges					
(social security and other social agencies)	46,396	45,899	40,721	41,417	39,951

04

Corporate **governance**

CURRENT COMPOSITION OF THE BOARD OF DIRECTORS

Frédéric Lissalde
Chair of the Board
INDEPENDENT
ST A

Victor Barruol
Employee director
ST SU

Françoise Chombar
INDEPENDENT
ST A SU

Samuel Dalens
Representative of Bpifrance Participations
ST A C

Laurence Delpy
Representative of Fonds Stratégique de Participations
INDEPENDENT
ST C SU

Julie Galland
Representative of CEA Investissement
ST

Christophe Gégout
INDEPENDENT
ST A SU

Didier Landru
Employee director
ST C

Satoshi Onishi
ST

Maude Portigliatti*
INDEPENDENT
ST

Delphine Segura Vaylet
INDEPENDENT
ST C SU

Shuo Zhang
INDEPENDENT
ST A C

Nominations submitted for approval at the Annual General Meeting of July 29, 2026

Laurent Rémont
Chief Executive Officer
ST

Didier Fontaine
INDEPENDENT
ST A

* Maude Portigliatti's term of office, which expires at the close of the Annual General Meeting of July 29, 2026, will not be submitted for renewal.

○ Renewal subject to a vote at the Annual General Meeting of July 29, 2026

○ Appointment effective in fiscal year 2025-2026: Julie Galland October 1, 2025, Victor Barruol November 14, 2025

C Chair of the indicated Committee

M Member

ST *Strategic Committee* A *Audit and Risks Committee* C *Compensation, Nominations and Board Governance Committee* SU *Sustainability Committee*

4.1 Changes in the composition of the Board of Directors and its Committees in fiscal year 2025-2026

At the Annual General Meeting of July 22, 2025, the terms of office as directors of Bpifrance Participations (represented by Samuel Dalens), CEA Investissement (represented by François Jacq and since October 1, 2025 by Julie Galland) and Fonds Stratégique de Participations (represented by Laurence Delpy) were renewed for a further three-year term. Kai Seikku's term of office expired at the close of this Annual General Meeting and was not renewed. Françoise Chombar replaced Kai Seikku as a member of the Sustainability Committee as from that date.

In addition, Wissème Allali resigned from her position as employee director on November 13, 2025, for personal reasons. The CGT Soitec trade union appointed Victor Barruol as her successor, effective November 14, 2025. He will remain in office for the remainder of his predecessor's term, i.e., until the close of the Annual General Meeting to be held to approve the financial statements for the fiscal year ending March 31, 2027. Like Wissème Allali, Victor Barruol has been a member of the Strategic and Sustainability Committees since November 19, 2025.

The table below summarizes changes in the membership of the Board of Directors and its four Committees during the year:

	Departures	Appointments	Reappointments
Board of Directors	**July 22, 2025:** Kai Seikku **September 30, 2025:** François Jacq *(Permanent representative of CEA Investissement)* **November 13, 2025:** Wissème Allali *(Employee director)* **March 31, 2026:** Pierre Barnabé *(Chief Executive Officer)*	**October 1, 2025:** Julie Galland *(Permanent representative of CEA Investissement)* **November 14, 2025:** Victor Barruol *(Employee director)*	**July 22, 2025:** CEA Investissement *(represented by François Jacq)* Bpifrance Participations *(represented by Samuel Dalens)* Fonds Stratégique de Participations *(represented by Laurence Delpy)*
Strategic Committee	**July 22, 2025:** Kai Seikku **September 30, 2025:** François Jacq *(Permanent representative of CEA Investissement)* **November 13, 2025:** Wissème Allali *(Employee director)* **March 31, 2026:** Pierre Barnabé *(Chief Executive Officer)*	**October 1, 2025:** Julie Galland *(Permanent representative of CEA Investissement)* **November 19, 2025:** Victor Barruol *(Employee director)*	**July 22, 2025:** CEA Investissement *(represented by François Jacq)* Bpifrance Participations *(represented by Samuel Dalens)* Fonds Stratégique de Participations *(represented by Laurence Delpy)*
Audit and Risks Committee			**July 22, 2025:** Bpifrance Participations *(represented by Samuel Dalens)*
Compensation, Nominations and Board Governance Committee			**July 22, 2025:** Bpifrance Participations *(represented by Samuel Dalens)* Fonds Stratégique de Participations *(represented by Laurence Delpy)*
Sustainability Committee	**July 22, 2025:** Kai Seikku **November 13, 2025:** Wissème Allali *(Employee director)*	**July 22, 2025:** Françoise Chombar **November 19, 2025:** Victor Barruol *(Employee director)*	**July 22, 2025:** Fonds Stratégique de Participations *(represented by Laurence Delpy, Chair of the Committee)*

4.2 Composition of the Board of Directors as at March 31, 2026

KEY FIGURES

70%	60%	4	53
independent members *(excluding employee directors)*	women *(excluding employee directors)*	nationalities	average age of Board members

The table below summarizes the current composition of the Board of Directors and its committees:

			Age	Gender	Nationality	No. of Soitec shares held	First appointed	Current term expires	No. of years on the Board	No. of offices held in non-Group listed companies[1]	Member of a Board Committee: Strategic Committee	Audit and Risks Committee	Compensation, Nominations and Board Governance Committee	Sustainability Committee
Independent directors		**Frédéric Lissalde** *Chair of the Board*	58	M		1,000	07/23/2024	2027 AGM	2	1	C	●		
		Françoise Chombar	64	W		100	07/26/2019	2027 AGM	7	2	●	●		●
		Fonds Stratégique de Participations *(represented by Laurence Delpy)*	55	W		886,507[2]	07/26/2022	2028 AGM	4[4]	0	●		●	C
		Christophe Gégout	50	M		3,000	05/02/2016	2026 AGM[3]	11[5]	1	●	C		●
		Maude Portigliatti	53	W		100	07/26/2022	2026 AGM	4	0	●			
		Delphine Segura Vaylet	55	W		100	07/26/2022	2026 AGM[3]	4	1	●		C	●
		Shuo Zhang	61	W		100	07/26/2019	2027 AGM	7	2	●	●	●	
Directors		**Bpifrance Participations** *(represented by Samuel Dalens)*	43	M		4,094,700[2]	07/02/2013	2028 AGM	13[6]	1	●	●	●	
		CEA Investissement *(represented by Julie Galland)*[7]	42	W		2,571,007[2]	07/26/2022	2028 AGM	9[8]	0	●			
		Satoshi Onishi	63	M		100	07/10/2015	2027 AGM	11	0	●			
Employee directors		**Victor Barruol**[10]	35	M		N/A[9]	11/14/2025	2027 AGM	<1	0	●			●
		Didier Landru	54	M		N/A[9]	01/18/2021	2027 AGM	5	0	●		●	

(1) Excluding the directorship held within Soitec. For legal entity directors, the offices mentioned are those of the permanent representatives.
(2) 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.
(3) Reappointments to be put to the shareholders' vote at the Annual General Meeting of July 29, 2026.
(4) 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.
(5) 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.
(6) 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).
(7) Julie Galland was appointed permanent representative of CEA Investissement on Soitec's Board of Directors and Strategic Committee, replacing François Jacq, as of October 1, 2025.
(8) 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.
*(9) In accordance with Article L. 225-25 of the French Commercial Code (*Code de commerce*) and Article 1. d) of the Board of Directors' Internal Regulation, employee directors are not required to own Company shares.*
(10) By decision of the CGT Soitec trade union dated November 14, 2025, Victor Barruol was appointed employee director to replace Wissème Allali, who resigned, for the remainder of her term of office.
C *Chair of the Committee.*

4.3 Board of Directors skills matrix

SKILLS ASSESSMENT CRITERIA

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

THE BOARD OF DIRECTORS' SKILLS MATRIX

		Executive Management	Finance	HR	International	Environment	Social	Governance	Semiconductor industry	TMT (Tech, Media, Telecoms)	Application domains	R&D
Independent directors	**Frédéric Lissalde** Chair of the Board of Directors and the Strategic Committee	●			●	●		●			●	●
	Françoise Chombar	●	●		●	●	●	●	●	●	●	
	Fonds Stratégique de Participations (represented by Laurence Delpy, Chair of the Sustainability Committee	●	●		●	●		●		●		
	Christophe Gégout Chair of the Audit and Risks Committee	●	●		●	●	●	●	●	●	●	●
	Maude Portigliatti	●			●	●		●		●	●	●
	Delphine Segura Vaylet Chair of the Compensation, Nominations and Board Governance Committee			●	●		●	●	●		●	●
	Shuo Zhang	●	●		●	●	●	●	●	●	●	
Non-independent directors	**Bpifrance Participations** represented by Samuel Dalens		●		●	●		●	●	●		
	CEA Investissement represented by Julie Galland	●				●		●	●	●		●
	Satoshi Onishi	●			●	●		●	●	●		
Employee directors	**Victor Barruol**				●	●		●				
	Didier Landru						●	●	●	●		●

4.4 Independence of the Board of Directors

The table below shows the results of the fiscal year 2025-2026 independence review, conducted during the year, of the members of the Board of Directors. It does not take into account the two employee directors, Victor Barruol and Didier Landru, or Pierre Barnabé, who stepped down as Chief Executive Officer and as a director on March 31, 2026.

	Criterion 1	Criterion 2	Criterion 3	Criterion 4	Criterion 5	Criterion 6	Criterion 7	Criterion 8
Frédéric Lissalde *Independent*	•	•	•	•	•	•	•	•
Bpifrance Participations (represented by Samuel Dalens)[1] *Not independent*	•	•		•	•	•	•	
CEA Investissement (represented by Julie Galland)[1] *Not independent*	•	•		•	•	•	•	
Françoise Chombar *Independent*	•	•	•	•	•	•	•	•
Fonds Stratégique de Participations (represented by Laurence Delpy) *Independent*	•	•	•	•	•	•	•	•
Christophe Gégout[2] *Independent*	•	•	•	•	•	•	•	•
Satoshi Onishi[1] *Not independent*	•	•		•	•	•	•	•
Maude Portigliatti *Independent*	•	•	•	•	•	•	•	•
Delphine Segura Vaylet *Independent*	•	•	•	•	•	•	•	•
Shuo Zhang *Independent*	•	•	•	•	•	•	•	•

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	3	2
independent members of the Board	non-independent members of the Board	employee directors

4.5 Attendance of the Board of Directors

Directors' attendance rates at meetings of the Board and its Committees in fiscal year 2025-2026 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
Frédéric Lissalde Chair of the Strategic Committee Chair of the Board of Directors	100%	100%	100%	N/A	N/A
Pierre Barnabé Chief Executive Officer until March 31, 2026	100%	100%	N/A	N/A	N/A
Wissème Allali Employee director until November 13, 2025	40%	0%	N/A	N/A	50%
Victor Barruol Employee director since November 14, 2025	100%	100%	N/A	N/A	100%
Bpifrance Participations (represented by Samuel Dalens)	100%	100%	100%	100%	N/A
CEA Investissement (represented by François Jacq until September 30, 2025)	0%	0%	N/A	N/A	N/A
CEA Investissement (represented by Julie Galland since October 1, 2025)	100%	100%	N/A	N/A	N/A
Françoise Chombar	100%	100%	100%	N/A	100%
Fonds Stratégique de Participations (represented by Laurence Delpy) Chair of the Sustainability Committee	100%	100%	N/A	100%	100%
Christophe Gégout Chair of the Audit and Risks Committee	100%	100%	100%	N/A	100%
Didier Landru Employee director	100%	100%	N/A	100%	N/A
Satoshi Onishi	100%	100%	N/A	N/A	N/A
Maude Portigliatti	80%	83%	N/A	N/A	N/A
Delphine Segura Vaylet Chair of the Compensation, Nominations and Board Governance Committee	100%	83%	N/A	100%	80%
Kai Seikku Director until July 22, 2025	100%	100%	N/A	N/A	0%
Shuo Zhang	90%	83%	100%	86%	N/A
AVERAGE OVERALL PARTICIPATION RATE	**88%**	**84%**	**100%**	**97%**	**76%**

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 last Board assessment was carried out in December 2025.

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 the effective individual contribution of each member to the Board's work, as well as the quality of the work carried out by the Chair of the Board of Directors and the Committee Chairs.

Assessment methodology

During fiscal year 2025-2026, the assessment was carried out internally via an individual, anonymous questionnaire sent to all directors. With the exception of Victor Barruol, who was appointed on November 14, 2025, all Board members took part in this assessment. The results were analyzed by the Compensation, Nominations and Board Governance Committee in March 2026 and presented to the Board of Directors.

Key findings

- The results of the internal assessment of the Board of Directors carried out in fiscal year 2025-2026 show a high level of overall satisfaction with the functioning of the Board and its Committees, marking a steady improvement on previous years. The strengths identified include:
- **governance and leadership**: the relationship between the Chair of the Board and the Chief Executive Officer is seen as a major strength of the current governance structure. The work of the new Chair was particularly commended. The relationships between the Board and the Executive Committee have also been strengthened.
- **relations within the Board:** the directors enjoy excellent working relationships and have complete freedom to make comments or suggestions.
- **functioning of the committees**: the directors noted increased efficiency and improved organization of the various specialized committees. The participation of employee directors on these committees has been reaffirmed as a key asset of Soitec's governance model.
- **succession planning:** reappointments were rigorously managed, with a robust process initiated a year in advance. In terms of the succession plan for the Chief Executive Officer, the creation of a restricted committee proved particularly effective.
- **engagement and training**: the level of commitment shown by Board members and the relevance of the training courses made available to them was met with almost unanimous approval.
- **Board support:** the quality of the support provided by the Board Secretary, their availability and ability to propose structured working options were highly commended.

Areas for improvement and action plan

The Board has identified a number of levers that could enable it to optimize its practices over the coming years:

- **changes in membership:** the Board could consider new profiles to strengthen its expertise in the context of possible renewals.
- **information management**: efforts will continue to ensure that meeting documents are shared earlier, with a target of making them available a week before meetings. Summary notes and more concise visual aids could be used more consistently to encourage discussion during meetings. In this respect, it was noted that the strategic seminar was deemed highly satisfactory.
- **training**: new training sessions will be planned, focusing for example on AI and the strategic challenges surrounding the availability of critical materials.
- **confidentiality:** the confidentiality of discussions and information shared within the Board and committees must be rigorously maintained, and greater awareness has been raised among directors as well as guests.

On the basis of these guidelines, the Board of Directors has drawn up an action plan for fiscal year 2026-2027, as part of a continuous improvement approach to its governance practices.

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 fiscal year 2025-2026

10	88%
meetings	attendance

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;
- the appointment of a new Chief Executive Officer;
- 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;
- the review and monitoring of the sustainability policy and commitments (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;
- the decision to call the Annual General Meeting and preparation of the meeting;
- the adoption of a budget specifically for the Board of Directors.

Cybersecurity and risk governance

Soitec's Board of Directors regularly monitors cybersecurity risks, supported by the expertise of Executive Management. Faced with the increasing complexity of threats, regulatory changes and technological challenges, the Board is gradually broadening its scope to assess the adoption of the most advanced technologies, guaranteeing optimum organizational resilience.

Work of the Audit and Risks Committee

During fiscal year 2025-2026, the Audit and Risks Committee conducted an in-depth review of digital security systems. Its work focused on:

- new cyber challenges: analysis of emerging threats and their potential impact on the Group's activities;
- the strategic cybersecurity plan: identifying and monitoring key points in the technology roadmap;
- vulnerability management: a detailed review of the processes for identifying and remediating security vulnerabilities within the Group.

The Board stressed the importance of maintaining in-depth working sessions on these matters, given the density of the presentations and the technical nature of the issues addressed.

Security culture and awareness

The Group's resilience also relies on an ongoing cyber risk awareness and education approach. To this end, dedicated training programs and regular phishing test campaigns are deployed for all employees to maintain a high level of operational vigilance.

For more information, see section 3.5.2 of the 2025-2026 Universal Registration Document.

4.7 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.

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 fiscal year 2025-2026

64%	6	84%
independent *(excluding employee directors)*	meetings	attendance

Composition of the Committee

As at March 31, 2026, the Strategic Committee comprises 13 members, as follows:

Member	Independent
Frédéric Lissalde Committee Chair and Chair of the Board of Directors	●
Pierre Barnabé Chief Executive Officer until March 31, 2026	
Victor Barruol Employee director since November 14, 2025	N/A
Bpifrance Participations Represented by Samuel Dalens	
CEA Investissement Represented by Julie Galland since October 1, 2025	
Françoise Chombar	●

Member	Independent
Fonds Stratégique de Participations Represented by Laurence Delpy	●
Christophe Gégout	●
Didier Landru Employee director	N/A
Satoshi Onishi	
Maude Portigliatti	●
Delphine Segura Vaylet	●
Shuo Zhang	●

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

Changes in the composition of the Committee in fiscal year 2025-2026

The composition of the Strategic Committee changed as follows during fiscal year 2025-2026:

- Kai Seikku's term of office expired at the close of the July 22, 2025 Annual General Meeting.
- Julie Galland was appointed permanent representative of CEA Investissement, replacing François Jacq, with effect from October 1, 2025. She has been a member of the Strategic Committee since that date.
- Wissème Allali resigned from her position as employee director with effect from November 13, 2025. She was replaced by Victor Barruol, who was appointed as employee director by the CGT Soitec trade union on November 14, 2025. He has been a member of the Strategic Committee since November 19, 2025.
- Pierre Barnabé resigned from his positions as Chief Executive Officer of the Company and as a director, with effect from the evening of March 31, 2026, the date on which he also stepped down from his Committee duties.

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 fiscal year 2025-2026

During fiscal year 2025-2026, the Strategic Committee had the opportunity to conduct a strategic seminar. The Committee particularly worked on:

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

4.7.2 Audit and Risks Committee

Key figures fiscal year 2025-2026

80%	7	100%
independent *(excluding employee directors)*	meetings	attendance

Composition of the Committee

At March 31, 2026, the Audit and Risks Committee comprised five members, as follows:

Member	Independent
Christophe Gégout Chair of the Committee	●
Frédéric Lissalde Chair of the Board of Directors	●
Françoise Chombar	●
Shuo Zhang	●
Bpifrance Participations Represented by Samuel Dalens	

No executive corporate officer is a member of the Committee.

Specific financial expertise of Committee members is listed in the table in section 4.1.1.6 II. 2 of the 2025-2026 Universal Registration Document (as set out in section 4.4 of this notice of meeting).

Changes in the composition of the Committee in fiscal year 2025-2026

There were no changes in the composition of the Audit and Risks Committee during fiscal year 2025-2026.

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 Report, 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 fiscal year 2025-2026

During fiscal year 2025-2026, 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 and the accounting options retained for establishing provisions.

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 2024-2025, 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 its charter;
- a review of the risk map presented in the Universal Registration Document;
- a review of topics related to cybersecurity;
- a review of internal control;
- a review of published financial forecasts;
- a review of ongoing disputes;
- 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.

4.7.3 Compensation, Nominations and Board Governance Committee

Key figures fiscal year 2025-2026

75%	7	97%
independent *(excluding employee directors)*	meetings	attendance

Composition of the Committee

At March 31, 2026, the Compensation, Nominations and Board Governance Committee comprised five members, as follows:

Member	Independent
Delphine Segura Vaylet Chair of the Committee	●
Fonds Stratégique de Participations Represented by Laurence Delpy	●
Shuo Zhang	●

Member	Independent
Bpifrance Participations Represented by Samuel Dalens	
Didier Landru Employee director	N/A

No executive corporate officer 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 fiscal year 2025-2026

There was no change in the composition of the Compensation, Nominations and Board Governance Committee during fiscal year 2025-2026.

Role and responsibilities

The main responsibilities of the Compensation, Nominations and Board Governance Committee are the following:

In terms of compensation matters

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

In terms of nomination matters

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

In terms of Board governance matters

- definition and implementation of the Board's diversity policy;
- the periodic assessment of Board members' independence and absence of conflicts of interest;
- the 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 fiscal year 2025-2026

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

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

4.7.4 The Sustainability Committee

Key figures fiscal year 2025-2026

100%	5	76%
independent *(excluding employee directors)*	meetings	attendance

Composition of the Committee

At March 31, 2026, the Sustainability Committee comprised five members, as follows:

Member	Independent
Fonds Stratégique de Participations Represented by Laurence Delpy Chair of the Committee	●
Victor Barruol Employee director since November 14, 2025	N/A

Member	Independent
Françoise Chombar	●
Christophe Gégout	●
Delphine Segura Vaylet	●

No executive corporate officer is a member of the Committee.

Changes in the composition of the Committee in fiscal year 2025-2026

The composition of the Sustainability Committee changed as follows during fiscal year 2025-2026:

- Kai Seikku's term of office expired at the close of the July 22, 2025 Annual General Meeting. He was replaced by Françoise Chombar as a member of the Sustainability Committee from that date;
- Wissème Allali resigned from her position as employee director with effect from November 13, 2025. She was replaced by Victor Barruol, who was appointed as employee director by the CGT Soitec trade union on November 14, 2025. He has been a member of the Sustainability Committee since November 19, 2025.

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 Report, which is overseen by the Audit and Risks Committee.

Work of the Committee in fiscal year 2025-2026

During fiscal year 2025-2026, the Sustainability Committee particularly worked on the following:

- a review of the sustainability aspects of the strategic plan (including sustainability commitments, employee well-being and a focus on water cycle analysis);
- a review of water-related topics;
- a review of the implementation of the ethical business plan;
- a review of sustainability key performance indicators;
- a review of the requirements imposed by the CSRD Directive and the double materiality of the Group's risks.

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 Planned changes during fiscal year 2026-2027

The terms of office of Christophe Gégout, Delphine Segura Vaylet and Maude Portigliatti expire at the close of the next Annual General Meeting on July 29, 2026.

The Board of Directors, on the recommendation of the Compensation, Nominations and Board Governance Committee, decided to table resolutions at said Annual General Meeting re-appointing independent members Christophe Gégout and Delphine Segura Vaylet for a further three-year term (resolutions no. 6 and no. 7, respectively). Maude Portigliatti's term of office will not be renewed.

The Board also proposes the appointment of:

- Laurent Rémont, the Company's Chief Executive Officer, as a non-independent director (resolution no. 4); and
- Didier Fontaine, as an independent director (resolution no. 5),

also for a three-year term.

The biographies of these candidates, as well as the rationale supporting these proposals for renewal and appointment, are presented in section 4.1.1.3 and in the explanatory statement in Chapter 8 of this Universal Registration Document, respectively.

Subject to the approval of these resolutions by the Annual General Meeting, the composition of the Board of Directors will be as follows:

13	64%	45%
members	independent members	women
(including the Chief Executive Officer and the two employee directors)	*(excluding employee directors)*	*(excluding employee directors)*

Concerning the composition of the Committees:

- Laurent Rémont will sit on the Strategic Committee;
- Christophe Gégout will continue to chair the Audit and Risks Committee until April 19, 2027 (when he will no longer be considered independent under the recommendations of the AFEP-MEDEF Code), and to sit on the Strategic and Sustainability Committees;
- Delphine Segura Vaylet will continue to chair the Compensation, Nominations and Board Governance Committee, and to sit on the Strategic and Sustainability Committees;
- Didier Fontaine will sit on the Strategic Committee and the Audit and Risks Committee.

4.9 Biographies of the Directors proposed for appointment at the General Meeting

4.9.1 Directors proposed for appointment at the General Meeting

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LAURENT RÉMONT

- Chief Executive Officer
- Proposed for appointment as a non-independent director

MAIN POSITION OUTSIDE SOITEC SA

-

PROFESSIONAL EXPERIENCE

Laurent Rémont has been Chief Executive Officer of Soitec since April 1, 2026.

Before joining the Company, he served as Senior Vice President and General Manager of MEMS and Magnetics at Infineon Technologies, a leading integrated semiconductor manufacturer, which he joined in 2019. Prior to this, he led the group's Radio Frequency and Sensors business, covering a portfolio that included sensors, radars, microphones and RF components, as well as systems and IoT innovation activities.

Before joining Infineon, he was CTO and executive committee member at Kontron AG, an international specialist in industrial IoT solutions and embedded systems.

Laurent Rémont began his career at Philips, before spending more than 15 years at STMicroelectronics, where he held various general management positions in the Connected Home division, as well as in R&D, embedded systems, product development and operational unit management.

He holds an engineering degree from Grenoble INP – ENSERG.

SKILLS

Executive Management, International, Environment, Social, Semiconductor industry, TMT, Application domains, R&D

ESG SKILLS

Establishment and negotiation of environmental clauses (Scope 3) in customer/supplier agreements to align economic and ecological interests.

Assessment of Scope 3 economic impacts and management of implementation.

Review of the indirect impact of products to optimize energy consumption throughout the value chain.

Deployment of the diversity and equity policy within the MEMS and Magnetics division at Infineon Technologies.

Participation in and implementation of specific training programs to embed a culture of diversity within the MEMS and Magnetics division at Infineon Technologies.

OFFICES HELD OUTSIDE SOITEC SA AT MARCH 31, 2026	OFFICES THAT HAVE EXPIRED IN THE LAST FIVE YEARS
-	-

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

(ST) *Strategic Committee* (A) *Audit and Risks Committee* (C) *Compensation, Nominations and Board Governance Committee* (SU) *Sustainability Committee* ● *Chair*

To find out why this candidacy is submitted to the vote of the shareholders, please refer to section 6 of this brochure, which contains the Board of Directors' report on the resolutions presented to the General Meeting (resolutions 4 to 7).

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DIDIER FONTAINE

• Proposed for appointment as an independent director

MAIN POSITION OUTSIDE SOITEC SA

Executive Vice President in charge of Finance, Legal, Strategy and M&A, IT and Purchasing for the IDEMIA Group.

PROFESSIONAL EXPERIENCE

Before becoming Chief Operating Officer of the IDEMIA Group, Didier Fontaine built up over 25 years of top management experience with several major international groups. After an initial career in the banking industry in France, Canada and Brazil, he held various management roles in treasury, finance and IT, notably at Schlumberger (from 1995 to 2001) followed by Faurecia (from 2002 to 2005).

An expert in strategic transformation, Didier Fontaine joined Plastic Omnium (now OPmobility) in 2005 as Executive Vice President and Group Chief Financial Officer in charge of IT, a position from which he actively managed the company's transformation during the 2008 economic crisis. In 2012, he joined Constellium as Chief Financial Officer and Head of Purchasing and IT, where he successfully led the company's IPO on the New York Stock Exchange (NYSE) the following year.

After serving, from 2016 to 2018, as Zodiac Aerospace's Administrative and Financial Director in charge of legal affairs, IT and purchasing, where he played a major role in the Zodiac Aerospace/Safran merger, he became Group Chief Financial Officer of Verallia Packaging, where he successfully oversaw the company's 2019 listing on Euronext. In this role, he also oversaw M&A, IT, Purchasing and Supply Chain.

SKILLS

Executive Management, Finance, International, Environment, Governance, Semiconductor industry, TMT, Application domains

ESG SKILLS

Management of CO_2 quotas and Scope 3 emissions (sustainable purchasing) for Verallia Packaging, Constellium and IDEMIA.

Optimization of resources (water, solar energy) at Verallia Packaging, Constellium and IDEMIA, particularly for production sites in China.

Director of several joint ventures and of Kugler Bimetal SA.

OFFICES HELD OUTSIDE SOITEC SA AT MARCH 31, 2025

• Director of Kugler Bimetal SA (Switzerland)

OFFICES THAT HAVE EXPIRED IN THE LAST FIVE YEARS

-

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

(ST) *Strategic Committee* (A) *Audit and Risks Committee* (C) *Compensation, Nominations and Board Governance Committee* (SU) *Sustainability Committee* ● *Chair*

To find out why this candidacy is submitted to the vote of the shareholders, please refer to section 6 of this brochure, which contains the Board of Directors' report on the resolutions presented to the General Meeting (resolutions 4 to 7).

4.9.2 Directors proposed for reappointment at the General Meeting

DELPHINE SEGURA VAYLET

• Independent director

Committees

ST C SU

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 fiscal year ended March 31, 2026
(*reappointment subject to approval at the Annual General Meeting of July 29, 2026*)

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Number of shares held: **100**

Years on the Board: **4**

Attendance rate (Board and Committee meetings) 2025-2026:
91%

MAIN POSITION OUTSIDE SOITEC SA

Group Human Resources and Security Director at Artelia (France) since September 2025.

PROFESSIONAL EXPERIENCE

Delphine Segura Vaylet has been Group Human Resources and Security Director at Artelia (France) since September 2025.

Before joining Artelia, she served as Senior EVP in charge of Human Resources at Groupe SEB for nearly five years, and as Vice President of Group HR Strategy and Policy at Total for three years.

In 2014, she joined Zodiac Aerospace as the Group HR Director and ExCom member, until the sale to Safran.

In 2007, she joined STMicroelectronics as HR Director for the Digital Consumer branch, a position she held for eight years. For almost five years, she was in charge of the Talent and Organization Development Department, then of Training at Group level.

Delphine Segura Vaylet began her career at Thales where she held various positions as HR Operations Director within the subsidiary Semiconducteurs Spécifiques and the Research Group, IT Group and Services France activities for 13 years.

Delphine Segura Vaylet holds a Master 2 (Diplôme Études Approfondies) in European Social Law from the University of Paris 1 – La Sorbonne (France).

SKILLS

Human Resources, International, Social, Governance, Semiconductor industry, Application domains, R&D

ESG SKILLS

CSR Manager at SEB** (France) for two years, Chair of the European Works Councils and director of the SEB corporate fund.

Diversity Manager at Total** (France).

OFFICES HELD OUTSIDE SOITEC SA AT MARCH 31, 2026

• Director of Quadient** (SA) (France)

OFFICES THAT HAVE EXPIRED IN THE LAST FIVE YEARS

• Director and Chair of the Nomination, Compensation and Governance Committee of the Artelia group (SAS) (France) (July 2025)

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

ST *Strategic Committee* A *Audit and Risks Committee* C *Compensation, Nominations and Board Governance Committee* SU *Sustainability Committee* *Chair*

To find out why this candidacy is submitted to the vote of the shareholders, please refer to section 6 of this brochure, which contains the Board of Directors' report on the resolutions presented to the General Meeting (resolutions 4 to 7).

CHRISTOPHE GÉGOUT

• Independent director

Committees

ST A SU

Date of first appointment: **May 2, 2016**(1)

Start date of current term: **July 16, 2022**

End date of current term: **Annual General Meeting called to approve the financial statements for the fiscal year ended March 31, 2026** (*reappointment subject to approval at the Annual General Meeting of July 29, 2026*)

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Number of shares held: **3,000**

Years on the Board: **11**(1)

Attendance rate (Board and Committee meetings) 2025-2026: **100%**

MAIN POSITION OUTSIDE SOITEC SA

Founding Partner and Non-Executive Director at Yotta Capital Partners (France) since December 2020.

PROFESSIONAL EXPERIENCE

Before founding Yotta Capital Partners, Christophe Gégout was Investment Director at Meridiam, one of the world's leading providers of investment and asset management services for public infrastructure, in charge of investments in SMEs. At Meridiam, he notably led investments in electric vehicle charging infrastructure (through Allego BV).

Before that, he was Chief Financial Officer at the French Alternative Energies and Atomic Energy Commission (*Commissariat à l'énergie atomique et aux énergies alternatives* – CEA) from 2009 to 2015 and was then named Deputy General Manager, a position he held until 2018. In this role, he developed innovation partnerships with major international groups and European SMEs, as well as a new asset management business on behalf of third parties, focusing on ground-breaking innovations in the field of major transformations (digital, medical and energy revolutions), which is now led by Supernova Invest.

From 2001 to 2009, Christophe Gégout held various positions within the French Ministry of Economy and Finance, including advisor to Christine Lagarde, Finance Minister.

He is a graduate of the École polytechnique (France), Sciences-Po Paris (France) and ENSAE (French national school of statistics and economic administration).

SKILLS

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

ESG SKILLS

Member of an impact investing fund (Yotta Capital Partners) with an objective of decarbonization and a value-sharing principle.

Director of Neoen**, a key player in the ecological transition, and former Deputy General Manager of CEA, a key player in decarbonization research.

Member of PRI (Principles for Responsible Investment).

Board member of several listed companies since 2009 (over 15 years' experience on Boards of listed companies and Audit Committees).

OFFICES HELD OUTSIDE SOITEC SA AT MARCH 31, 2026

- Managing Partner of Yotta Capital Partners (SAS) (France)
- Chair of Metrology Holding (SAS) (France)
- Director of Kemberg (SAS) (France)
- Member of the Supervisory Board of Vasgos (SAS) (France)
- Director of Lectra** (SA) (France) (since April 2026)

OFFICES THAT HAVE EXPIRED IN THE LAST FIVE YEARS

- Director of Eldim (SA) (France) (March 2026)
- Permanent representative of Fonds Stratégique de Participations (FSP) as director and Chair of the Audit Committee of Neoen (SA)** (France) (December 2024)
- Director of Allego BV (Netherlands) (November 2021)

* *Chemin des Franques – Parc Technologique des Fontaines – 38190 Bernin, France.*
** *Listed company.*
(1) *Christophe Gégout has been a member of Soitec's Board of Directors since April 20, 2015, initially as a permanent representative of CEA Investissement, and since May 2, 2016, in his own name.*

(ST) *Strategic Committee* (A) *Audit and Risks Committee* (C) *Compensation, Nominations and Board Governance Committee* (SU) *Sustainability Committee* ● *Chair*

To find out why this candidacy is submitted to the vote of the shareholders, please refer to section 6 of this brochure, which contains the Board of Directors' report on the resolutions presented to the General Meeting (resolutions 4 to 7).

Compensation

5.1 General compensation policies applicable to corporate officers

5.1.1 Fundamental principles for determining the compensation policies

The compensation policy for corporate officers is based on the principles set out in the AFEP-MEDEF Code, applied as follows:

- **Comprehensiveness and balance:** the Board oversees the overall consistency of compensation, ensuring that none of the components is disproportionate. The compensation policy for the Chief Executive Officer includes all components of compensation (fixed, short-term and long-term variable, benefits in kind) as well as benefits due upon take-up or termination of duties. The Board ensures a rigorous balance between fixed, short-term variable and long-term compensation. Lastly, any minimum variable compensation mechanisms are excluded, ensuring that the interests of senior executives are aligned with those of the Company.
- **Competitiveness and comparability:** the Board's objective is to set a competitive level of compensation compared to the practices of comparable companies and competitors, which will enable 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 relevant comparable companies based on three main criteria:
  - business profile and industrial sector**:** inclusion of companies operating in the semiconductor or electronics sector, facing similar industrial challenges to those of Soitec;
  - financial dimension and stock-market capitalization: selection of companies with comparable stock market capitalization, revenue and workforce, ensuring that the scale of responsibilities entrusted to corporate officers is similar;
  - international dimension**:** consideration of Soitec's European competitors when examining the ability to attract and retain highly specialized management profiles worldwide.

  These criteria, as well as the panel of comparable companies are regularly reviewed to ensure their relevance. The companies included may change if the structure or business of those companies changes, or to take into account changes in Soitec's key performance indicators.

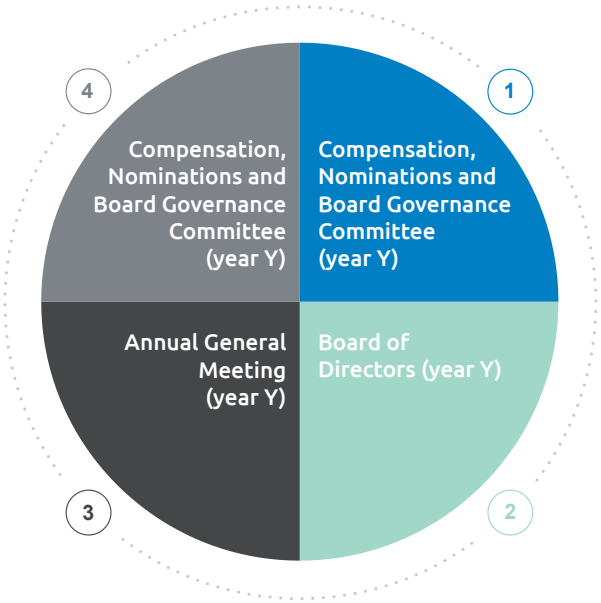
  The panel of comparable companies used to determine the Chief Executive Officer's compensation policy is presented in section 4.2.2.3 of the 2025-2026 Universal Registration Document (as set out in section 5.2.3 of this notice of meeting).
- **Coherence, Strategy and "Compensation for Performance":** the compensation policy for the Chief Executive Officer is designed to align the interests of Executive Management with the Company's strategy for long-term success and the achievement of profitable, sustainable and responsible growth. As a result, the majority of the compensation comprises short- and long-term variable compensation that is indexed to clear, precise and demanding financial and operational criteria. In addition, since 2022, ESG criteria have been fully integrated into the policy, reflecting overall performance expectations that tie economic success to environmental, social and governance commitments, both for the Chief Executive Officer's variable compensation and that of the other members of the Executive Committee.

  The compensation policy for corporate officers is considered in the context of the Group's overall salary policy. The Compensation, Nominations and Board Governance Committee regularly reviews the overall compensation structure to ensure that it is consistent with that of executives and all employees. This vigilance is reflected in rigorous monitoring of the equity ratios presented in section 4.2.3.5, and also demonstrates the Company's commitment to fairness in sharing value creation. In addition, Soitec involves all its employees in the Group's growth through free share allocation plans.
- **Clear and quantitative:** the compensation policy for the Chief Executive Officer is based on transparency, streamlined rules and the weighting of compensation levels. The planned topics have annual and multi-annual assessment periods adapted to the timeframes of each of the objectives set. The calculation formulas are pre-established and cannot be modified *a posteriori*.

  For directors, compensation is fully conditional on their presence, guaranteeing maximum involvement in the Company's governance.

  In addition, the Board ensures that compensation levels reflect a balance between the Company's corporate interests, market practices, the performance of senior executives and other stakeholders.

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 policy for corporate officers

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 this case, compensation should be adjusted and determined in line with that of the Company's other senior executives and employees.

Exceptional compensation may only be granted to corporate officers in very specific circumstances, and would have to be justified and explained by the Board of Directors in terms of both the criteria used to determine the award (which cannot be linked to recurring activities carried out in the normal course of business) 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 recommendation 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 short-term 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, and is necessary to ensure the Company's sustainability or viability. In addition, the new criteria adopted must be 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 in charge of Transformation and People and Culture Communication, for example to obtain information about the compensation and employment conditions of the Group's employees;
- hold meetings with proxy advisors and investors.

KEY FIGURES CONCERNING THE APPROVAL OF THE COMPONENTS OF THE COMPENSATION OF CORPORATE OFFICERS AT THE LAST ANNUAL GENERAL MEETING OF JULY 22, 2025

99.27%
of shareholders approved the information relating to the compensation of the Company's corporate officers

99.86%
of shareholders approved the 2024-2025 compensation of Frédéric Lissalde in his capacity as Chair of the Board of Directors

88.10%
of shareholders approved the 2024-2025 compensation of Pierre Barnabé in his capacity as Chief Executive Officer

99.85%
of shareholders approved the 2025-2026 compensation policy for the Chair of the Board of Directors

99.42%
of shareholders approved the 2025-2026 compensation policy for members of the Board

86.27%
of shareholders approved the 2025-2026 compensation policy for the Chief Executive Officer

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

5.2.1 Main changes to the compensation policy

The main changes to the compensation policies applicable in respect of fiscal year 2026-2027 compared with those applicable in respect of the previous fiscal year concern the compensation policy for the Chief Executive Officer.

Accordingly, the main amendments to the 2026-2027 compensation policy applicable to Laurent Rémont, Chief Executive Officer as of April 1, 2026, compared with the 2025-2026 compensation policy applicable to Pierre Barnabé, Chief Executive Officer until the evening of March 31, 2026, are as follows:

- **fixed compensation**: fixed compensation has been lowered to €500,000 (compared with €530,000 for Pierre Barnabé).
- **short-term variable compensation**: short-term variable compensation at target was maintained, however the maximum short-term variable compensation was revised downwards to 150% (compared with 165% for Pierre Barnabé). The +10% performance multiplying criterion that applied to Pierre Barnabé has been removed for Laurent Rémont.

  The performance targets for Laurent Rémont's short-term variable compensation have been simplified and aligned with the Company's strategy. They also take into account the market practices of SBF 120 companies. The financial criteria are focused on Photonics revenue, current EBIT and free cash flow, while the non-financial criteria have been simplified into two pillars, one strategic (innovation and product portfolio management) and the other ESG (carbon intensity and talent retention/new organization), ensuring greater clarity and eliminating redundancy with long-term variable compensation.
- **long-term variable compensation**: the value of Laurent Rémont's performance shares has been reduced to 150% of fixed compensation (compared with 250% for Pierre Barnabé).

  The criteria for long-term variable compensation have also been simplified to bring them into line with market practices. The financial criteria now include current earnings per share and maintain the relative TSR criteria, while the non-financial criteria focus on two strategic matters: water reuse and diversity/inclusion. This creates a balance between short-term and long-term variable compensation.

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

In line with the compensation policy approved by the July 22, 2025 Annual General Meeting (12th resolution, 99.85% approval) and in compliance with AFEP-MEDEF Code recommendations, 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 2025-2026 Universal Registration Document (as set out 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 panel of comparable companies.

As a reminder, following a benchmarking study carried out in 2024 by a specialized independent firm using a panel of the most relevant comparable companies[1], the Annual General Meeting of July 23, 2024 approved the increase in the annual fixed compensation of the Chair of the Board of Directors to €280,000 (gross) from €230,000 previously (12th resolution, 99.34% approval). This decision, effective since the appointment of Frédéric Lissalde on March 1, 2025, was intended to bring the compensation of the Chair of the Board of Directors closer to the median, to better reflect the Chair's responsibilities and, more generally, to make the position of Chair of Soitec's Board of Directors more attractive.

(1) Companies on the panel used in the 2024 benchmarking study for the Chair of the Board of Directors:
European reference panel: 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 reference panel (CAC Mid 60 adjusted): Alten, Beneteau, BIC, CGG, Clariane, Elior Group, Elis, Eramet, Euroapi, Eutelsat Communic., 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.

In 2026, to ensure the continued relevance of this decision, the Compensation, Nominations and Board Governance Committee commissioned a new benchmarking study from a specialized independent firm. The review was based on a sample of 85 SBF 120[(1)] companies with dual governance structures, with analysis segmented by size (revenue and market capitalization) and by index (CAC 40 and SBF 80).

Although company size plays a significant role in compensation levels – with a particularly marked impact from the 3rd quartile upwards for CAC 40 companies – the study demonstrated that the current compensation components for the Chair of the Board of the Board of Directors (fixed at €280,000 gross) and its structure (consisting exclusively of a fixed portion) remain perfectly competitive and in line with the practices of the reference panel.

Accordingly, on the recommendation of the Compensation, Nominations and Board Governance Committee, the Board of Directors decided on March 24, 2026 that the compensation conditions for the Chair of the Board of Directors for fiscal year 2026-2027 would remain unchanged.

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.

In addition, no service agreement has been entered into between the Chair and the Company or any of its subsidiaries that provides for entitlement to benefits.

5.2.3 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 22, 2025 Annual General Meeting (13th resolution, 99.42% approval), 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.

A. Principles

The total amount that may be allocated to Board members as compensation for their work has been set at €820,000 (gross). This amount remains unchanged since its approval by the Annual General Meeting of July 26, 2022 (17th resolution, 99.80% approval).

The amounts due by the Company for any social contributions and charges levied (20%) on the payment of the compensation of the members of the Board of Directors are paid in addition to the budget voted by the Annual General Meeting.

In 2026, the Compensation, Nominations and Board Governance Committee commissioned a specialized independent firm to carry out a benchmarking study for non-executive Board members, based on the same panel of 85 SBF 120 companies used to review the Chair's compensation[(1)].

The study confirmed that although the overall amount is slightly below the market median (€1,000,000), the theoretical average compensation per Soitec director (€67,016 for 11 members) is in line with the median observed (€68,700 for 12 members).

Although the compensation policy for non-executive members of the Board of Directors is distinguished by an exclusively variable compensation structure to encourage attendance – where market practices generally provide for fixed compensation – the levels of compensation per meeting (as described in point B. below) are considered competitive.

On the other hand, the study revealed a significant discrepancy between the Chairs of the Audit and Risks Committee and Compensation, Nominations and Board Governance Committee. Their current compensation diverges downwards from market practices more than those of other members.

Nevertheless, on the recommendation of the Compensation, Nominations and Board Governance Committee, the Board of Directors decided on March 24, 2026 to maintain unchanged the amount of the total budget as well as the current allocation principles for fiscal year 2026-2027. An upward revision of this budget may be considered at a later date.

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;
- no additional compensation is allocated for the role of Referent Director, where applicable;
- 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 means of telecommunication (conference call or video conferencing) 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.

(1) Companies on the panel used in the 2026 benchmarking study for the Chair of the Board of Directors and the Board members: Abivax, Danone, Legrand, Scor SE, Air France KLM, Dassault Systèmes, L'Oréal, SEB, Air Liquide, Derichebourg, M6 Métropole Télévision, Société Générale, Airbus Group, Elis, Medincell, Sodexo, Alstom, Emeis, Mercialys, Getlink, Amundi, Engie, Mersen, Solvay, Aperam, Eramet, Michelin, Sopra Steria Group, ArcelorMittal, Eurazeo, Nexans, Stellantis, Argan, Euronext, OPmobility, STMicroelectronics, Axa, Eutelsat, Orange, Technip Energies, Ayvens, Exosens, Planisware, Trigano, Bic, Forvia, Pluxee, Unibail-Rodamco-Westfield, bioMérieux, Gecina, Remy Cointreau, Valeo, BNP Paribas, GTT, Renault, ValnevaSE, Bouygues, Hermès International, Rexel, Veolia Environnement, Bureau Veritas, Icade, Robertet, Verallia, Capgemini, Imerys, Rubis, Vinci, Clariane, Ipsen, Safran, Virbac, Coface, Ipsos, Sanofi, Vivendi SE, Covivio, Kering, Sartorius Stedimbiotech, Wendel, Credit Agricole, Klepierre, Schneider Electric, Worldline, JCDecaux.

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

Duties	Compensation based on a 100% attendance rate for all meetings over the full fiscal year
Seat on the Board of Directors	€46,000 (gross)
Seat on a Committee (excluding closed sessions)	€13,000 (gross)(1)
Chair of a Committee	€17,000 (gross)(1)

(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.

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.

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.

Members of the Board of Directors do not receive any benefits in kind and have not been given any other commitments. In addition, no service agreement has been entered into between the non-executive Board members and the Company or any of its subsidiaries that provides for entitlement to benefits.

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.

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5.2.4 Compensation policy for the Chief Executive Officer

A. Determining the compensation policy

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

On January 8, 2026, following the appointment of Laurent Rémont as Chief Executive Officer of the Company effective April 1, 2026, the Board of Directors, on the recommendation of the Compensation, Nominations and Board Governance Committee, reviewed the components of the compensation applicable to him effective at the start of his term.

In determining the compensation of the new Chief Executive Officer, the following aspects were taken into account:

- the fundamental principles described in section 4.2.1.1 of the 2025-2026 Universal Registration Document (as set out in section 5.1.1 of this notice of meeting);
- the Company's strategy, performance and long-term objectives;
- the competitive positioning of the Chief Executive Officer's compensation in relation to two reference panels(1) reviewed by a specialized independent firm, and representing comparable companies in terms of market capitalization, total revenue, business sector and geographic location;
- the fact that Laurent Rémont does not have an employment contract, in accordance with the recommendations of section 23 of the AFEP-MEDEF Code.

The proposed compensation structure is aligned with general recommendations, in particular to prioritize "compensation for performance". The total variable component (short- and long-term) represents around 2/3 of the total target compensation.

The proposed total compensation positions the total target compensation of the Chief Executive Officer (i.e., €1,750,000 versus €2,385,000 provided for in the compensation policy for the Chief Executive Officer for fiscal year 2025-2026) slightly above the median of the French companies included in the in the reference panel and slightly below the median of the European companies in the reference panel.

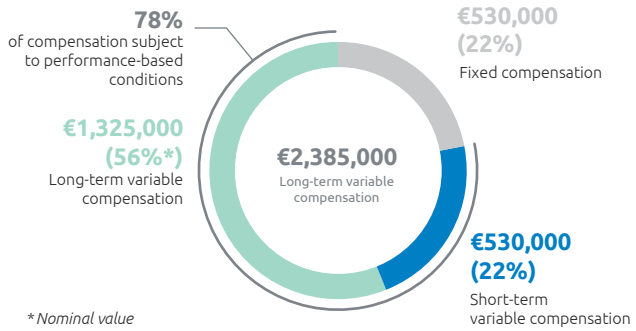
The elements of the compensation policy applicable to the Chief Executive Officer, as described below, are submitted for approval to the Annual General Meeting of July 29, 2026, in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code.

(1) Companies on the panel used in the 2026 benchmarking study for the Chief Executive Officer:
European reference panel: Ams-OSRAM, Tecan Group, AT&S, SMA Solar, Siltronic, Eutelsat, Jenoptik, VAT Group, Barco, Melexis, X-FAB, Aixtron, BE Semiconductor Indus, Elmos Semiconductor, Technoprobe, Nordic Semiconductor, NCAB group.
French reference panel: FDJ United, Ipsos, TF1, BIC, Getlink, Virbac, M6 METROPOLE TV, Eutelsat, Mersen, Viridien, Beneteau, Solutions 30, OVH, VisionGroup, Maurel & Prom, X-FAB, GTT, Assystem, Lectra, Exosens, Exail Technologies.

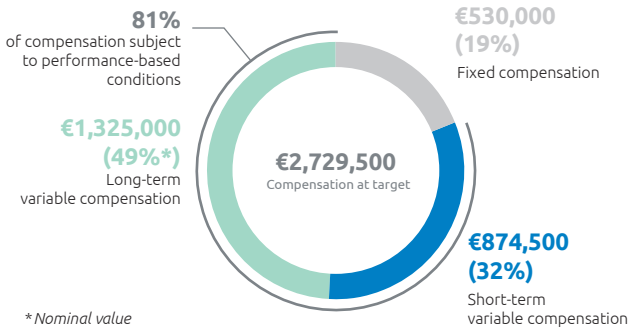
The structure of the Chief Executive Officer's compensation is as follows:

2025-2026 COMPENSATION STRUCTURE APPLICABLE TO PIERRE BARNABÉ, CHIEF EXECUTIVE OFFICER UNTIL MARCH 31, 2026

Structure of compensation at target

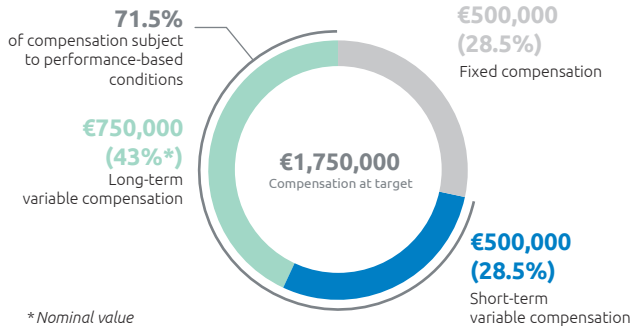


Structure of maximum compensation

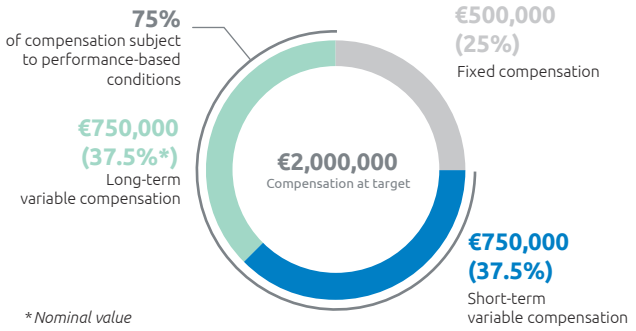


PROPOSED STRUCTURE OF THE 2026-2027 COMPENSATION APPLICABLE TO LAURENT RÉMONT SUBMITTED FOR APPROVAL BY THE ANNUAL GENERAL MEETING

Structure of compensation at target



Structure of maximum compensation



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.

For information purposes, in accordance with the Board of Directors' decision of January 8, 2026, Laurent Rémont benefited on April 1, 2026, from a signing bonus in the form of 8,012 performance shares under the Onyx 2028 plan, corresponding to 85% of his fixed compensation (gross) in his capacity as Chief Executive Officer, to partially offset the benefits lost in his previous employment. This bonus is intended to align Laurent Rémont with the Company's performance and the interests of shareholders, considering that more than half of the benefits lost were not linked to performance conditions. Information on the presence and performance conditions applicable to this plan can be found in section 7.3.4.3 of the 2025-2026 Universal Registration Document.

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
Fixed compensation	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. Laurent Rémont's fixed compensation for fiscal year 2026-2027 proposed for approval at the Annual General Meeting of July 29, 2026, has been set by the Board of Directors at a gross amount of €500,000 (compared with €530,000 provided for in the compensation policy for the Chief Executive Officer for fiscal year 2025-2026), payable in 12 monthly installments from April 1, 2026 to March 31, 2027. This fixed compensation places the Chief Executive Officer at the median of the French companies in the reference panel, and between the first quartile and the median of the European companies in the reference panel. The level of fixed compensation was set taking into account the candidate's profile, who is occupying a Chief Executive Officer position for the first time.	€500,000
Short-term variable compensation	The Chief Executive Officer's short-term variable compensation is subject to the achievement of predetermined performance conditions defined by the Board of Directors on the basis of recommendations made by the Compensation, Nominations and Board Governance Committee. The target value of the Chief Executive Officer's short-term variable compensation proposed for approval at the Annual General Meeting of July 29, 2026 will correspond to 100% of his fixed compensation, and may vary between 0% and 150% of his fixed compensation (compared with 165% provided for in the compensation policy for the Chief Executive Officer for fiscal year 2025-2026), depending on the achievement of targets set by the Board of Directors. The short-term variable compensation at the target, as a percentage of fixed compensation at 100%, positions the Chief Executive Officer's short-term variable compensation in the 75th percentile of French and European companies in the reference panel, the median being 90% for French companies and 80% for European companies. Adjusting the maximum value to 150% (without applying the +10% multiplier applicable to Pierre Barnabé, but removed for Laurent Rémont) positions the Chief Executive Officer's short-term variable compensation very slightly above the 75th percentile of French companies in the reference panel, and between the median and the 75th percentile of European companies in the reference panel. The short-term variable compensation performance criteria applicable to Laurent Rémont for fiscal year 2026-2027 defined by the Board of Directors on the basis of the recommendations of the Compensation, Nominations and Board Governance Committee are as follows:	**Minimum value:** 0% of his fixed compensation; **Target value:** 100% of fixed compensation; **Maximum value in the event of overperformance:** 150% of his fixed compensation

Objectives	Weighting	Overperformance
I. FINANCIAL OBJECTIVES(1) of which:	**60%**	**90%**
Photonics revenue (in €)	20%	30%
Current EBIT *(in €, as a % of revenue)*	20%	30%
Free cash flow (after leasing contracts and interests [IFRS]) *(in € millions)*	20%	30%
II. NON-FINANCIAL OBJECTIVES of which:	**40%**	**60%**
Strategy: (signing of memorandums of understanding for new technologies with one or more major semiconductor customers)	10%	15%
Strategy: product portfolio management	10%	15%
ESG: Carbon (Scopes 1 and 2) in tCO_2/€m of revenue	10%	15%
ESG: Human Resources (retaining talent and organization)	10%	15%
TOTAL	**100%**	**150%**

(1) Excluding (direct and/or indirect) regulatory, currency, customs and/or tax impacts.

In the interests of transparency and simplification of the Chief Executive Officer's compensation policy, the Board of Directors, on the recommendation of the Compensation, Nominations and Board Governance Committee, has streamlined the Chief Executive Officer's short-term variable compensation targets for fiscal year 2026-2027. This change, based on a benchmark study carried out by a specialized firm, marks a break with the previous policy and prioritizes indicators closer to the market practices of SBF 120 companies.

While the Chief Executive Officer's short-term variable compensation for fiscal year 2025-2026 was based on total revenue in US dollars and an EBITDA criterion, the new criteria (accounting for 60% of the target weighting) have been aligned with the Company's strategy. Revenues are now assessed for the strategic Photonics segment (in euros), and EBITDA has been replaced by current EBIT, an indicator more representative of recurring operating performance. Rigorous cash management is maintained via the free cash flow criterion.

<table>
<tr><th>Component</th><th>Duties</th><th>Amount/weighting as a % of fixed compensation</th></tr>
<tr><td></td><td>Non-financial criteria (accounting for 40% of the target weighting) have been simplified to make them easier to understand. They have been grouped into two equally weighted pillars (20% each): one strategic (innovation and product portfolio management) and the other ESG (carbon intensity and talent retention/new organization). Non-financial criteria are selective and directly linked to the Company's core business and strategy.

Finally, to ensure consistency and alignment with best governance practices, the 10% ("diversification") criterion from the previous year has been removed. The criteria used to determine the Chief Executive Officer's short-term variable compensation for fiscal year 2026-2027 ensure that there is no overlap with the criteria used to determine the Chief Executive Officer's long-term variable compensation, thereby making a clear distinction between the different performance levers.

Details of the assessment of these criteria will be communicated at the time of the relevant Board decision. 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 evaluated to ascertain the achievement level for each objective, but they will not be disclosed for confidentiality reasons.

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 2026-2027, and will also be detailed in the 2026-2027 Universal Registration Document.

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 2026-2027 will be subject to approval at the next Annual General Meeting scheduled for 2027, in order to approve the financial statements for fiscal year 2026-2027. Short-term variable compensation granted for fiscal year 2026-2027 will not be paid until it has been approved by the shareholders.

The compensation policy does not provide for the possibility for any deferred payment or for the Company to require variable compensation to be repaid.</td><td></td></tr>
<tr><td>Long-term variable compensation</td><td>Annual grant of performance shares

The Chief Executive Officer's long-term variable compensation takes the form of an allocation of performance shares under the authorization granted by the Annual General Meeting and in compliance with the general rules applicable to long-term incentive plans.

The value of the performance shares to be granted to the Chief Executive Officer will be set at 150% of his fixed compensation (compared with 250% provided for in the compensation policy for the Chief Executive Officer for fiscal year 2025-2026).

The grant of performance shares worth 150% of his fixed compensation places the Chief Executive Officer's long-term variable compensation between the median and the 75th percentile of French and European companies in the reference panel. The value attributed has been revised downwards compared with what was planned for Pierre Barnabé in order to position the long-term variable compensation closer to the median, as Soitec is also close to the market median in terms of market capitalization and revenue.

The vesting of the performance shares allocated to the Chief Executive Officer 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:

<table>
<tr><th>Objectives</th><th>Weighting</th></tr>
<tr><td>QUANTITATIVE FINANCIAL CRITERIA</td><td>75%</td></tr>
<tr><td>Current earnings per share (based on the annual budget, excluding exceptional components)</td><td>35%</td></tr>
<tr><td>The Total Shareholder Return (TSR) of the Company's shares compared to the median TSR of the companies on the Europe Total Market Semiconductors index(1).</td><td>40%</td></tr>
<tr><td>QUANTITATIVE ESG CRITERIA</td><td>25%</td></tr>
<tr><td>Water reuse</td><td>12.5%</td></tr>
<tr><td>Diversity and inclusion</td><td>12.5%</td></tr>
</table>
(1) The TSR performance objective will only be met if the TSR is equal to or higher than said median. In other words, the TSR target level will only be met if the Company's TSR exceeds the median (this excludes the performance condition which stipulates vesting starting below the median). The maximum target will correspond to a further 10% of the median.</td><td>Minimum value: 0%
Value granted: 150% of his fixed compensation</td></tr>
</table>

Component	Duties	Amount/weighting as a % of fixed compensation
	In the interests of transparency and simplification of the Chief Executive Officer's compensation policy, the Board of Directors, on the recommendation of the Compensation, Nominations and Board Governance Committee, has changed the performance conditions for long-term variable compensation for fiscal year 2026-2027. This change is intended to streamline the performance structure and strengthen the alignment of management interests with those of shareholders over a multi-year timeframe. The transition from a complex structure to a model based on standard indicators – current earnings per share, relative TSR and two ESG pillars – ensure that the transparency expectations of investors and proxy advisors are met. The financial structure has also been strengthened by the introduction of current earnings per share as the ultimate indicator of shareholder return, replacing the EBIT and revenue criteria previously used. At the same time, non-financial criteria are now focused on two major, selective issues: water recycling, and diversity and inclusion. Lastly, the Board has ensured that the indicators used for long-term variable compensation differ from those for short-term variable compensation, thus providing a complementary, balanced and nonredundant assessment of the Chief Executive Officer's overall performance. 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. 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 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. In addition, the achievement of the performance criteria relating to such a grant will be disclosed in the corporate governance report submitted to the Annual General Meeting which will be called to approve the payment of this compensation (*ex-post* vote), pursuant to Article L. 22-10-34, II of the French Commercial Code. 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. As a result: • in the event of retirement with full benefits, 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; • notice periods will 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. 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 will be required to hold a certain number of vested shares acquired under the plan in registered form for the duration of his term of office. The value of these shares will be set by the Board of Directors at 10% of the Chief Executive Officer's fixed compensation as at the vesting date. 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. 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 closed periods preceding the publication of financial statements. In general, the Chief Executive Officer must ensure full compliance with market abuse regulations.	

Component	Duties	Amount/weighting as a % of fixed compensation
Commitments given by Soitec in relation to a termination or change of duties	If the Chief Executive Officer leaves the Company, provided certain conditions are met, he may be eligible for a termination benefit and/or a non-compete indemnity, representing up to 24 months' worth of fixed and short-term variable compensation, as provided for in the AFEP-MEDEF Code. If the aggregate amount of the two 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. **Termination benefit** In the event of forced departure from the Group, the Chief Executive Officer must be paid a termination benefit representing an initial amount of up to 18 months' compensation, calculated on the basis of his fixed compensation (gross) on the last day of his term of office and his last short-term variable compensation (gross) received in connection with his term of office prior to the date of termination. 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). This indemnity does not apply in the event of voluntary resignation, retirement or dismissal for serious or intentional misconduct. Nor does this indemnity apply when the Company or the Chief Executive Officer is in default. Termination benefit will only be paid if the cumulative EBITDA for the two years preceding his departure corresponds to at least 75% of the budgeted values for these two years as approved by the Board of Directors. **Non-compete indemnity** As consideration for a non-compete clause applicable to him after his departure, the Chief Executive Officer will be entitled to an indemnity equal to 50% of his fixed compensation (gross) paid during the 12 months preceding the date of termination of office (excluding any bonuses, benefits or additional compensation granted on top of fixed compensation). This indemnity will be paid monthly, for a 12-month period (which may be extended by the Board of Directors for a further period of up to 12 months). The Board of Directors may waive all or part of the non-compete clause if it deems fit, in which case the financial indemnity would be paid on a pro rata basis (in the event of total waiver, no financial indemnity would be due). In any event, in accordance with Article R. 22-10-14, III, of the French Commercial Code and section 25.4 of the AFEP-MEDEF Code, the non-compete indemnity will not be paid once the Chief Executive Officer exercises his retirement rights or is over 65 years of age.	N/A
Benefits in kind	Benefits in kind granted to the Chief Executive Officer include a company car, a relocation allowance and 12 months of unemployment insurance taken out with GSC. 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). 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.	The Chief Executive Officer's benefits in kind are valued, on average, as follows: • company car: €264 per month • relocation allowance of €1,500 per month for 12 months • GSC private unemployment insurance: €1,728 per month

Component	Duties	Amount/weighting as a % of fixed compensation
Supplementary pension plan	Since January 1, 2024, in accordance with Articles L. 224-23 *et seq.* of the French Monetary and Financial Code, the supplementary pension rights of all employees of the Soitec ESU have been transferred from the "Article 83" defined contribution pension plan in place within the Soitec Group to a PERO mandatory retirement savings plan. 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. 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. 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. 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. 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 up to a limit of five PASS. The Chief Executive Officer is a beneficiary of this plan under the same conditions as the Company's employees, with contributions based on his compensation up to Tranche C. He is not a member of any defined benefit supplementary benefit pension plan.	The total basis of the supplementary pension plan for the Chief Executive Officer would amount to €384,480 in fiscal year 2026-2027. PERO pension contributions paid by the Company on behalf of the Chief Executive Officer could amount to €15,168 for fiscal year 2026-2027, and expenses €2,427.
Exceptional compensation	The Company does not plan to award any exceptional compensation to the Chief Executive Officer. However, as part of the compensation policy for the Chief Executive Officer, provision is made for the payment of a "signing bonus" to attract a new Chief Executive Officer from outside the Soitec Group, as described in section 4.2.2.3 B. of the 2025-2026 Universal Registration Document (as set out in section 5.2.3 B of this notice of meeting). For information purposes, in accordance with the Board of Directors' decision of January 8, 2026, Laurent Rémont benefited on April 1, 2026, from a signing bonus in the form of 8,012 performance shares under the Onyx 2028 plan, corresponding to 85% of his fixed compensation (gross) in his capacity as Chief Executive Officer, to partially offset the benefits lost in his previous employment. This bonus is intended to align Laurent Rémont with the Company's performance and the interests of shareholders, considering that more than half of the benefits lost were not linked to performance conditions. Information on the presence and performance conditions applicable to this plan can be found in section 7.3.4.3 of the 2025-2026 Universal Registration Document.	N/A
Compensation for other corporate offices within the Group	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
Compensation paid by a subsidiary	The Chief Executive Officer does not receive any compensation from any entities consolidated by Soitec.	N/A
Other benefits	Soitec may not grant any loans or guarantees to the Chief Executive Officer. 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.	N/A

5.3 Components of compensation paid during or granted for fiscal year 2025-2026 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 compensation paid during or granted for fiscal year 2025-2026 to Pierre Barnabé, Chief Executive Officer, and Frédéric Lissalde, Chair of the Board of Directors until March 31, 2026. In accordance with Article L. 22-10-34, II of the French Commercial Code, they will be submitted for shareholder approval at the July 29, 2026 Annual General Meeting (8th to 10th resolutions).

COMPENSATION PACKAGE FOR FISCAL YEAR 2025-2026 OF PIERRE BARNABÉ, CHIEF EXECUTIVE OFFICER UNTIL MARCH 31, 2026 *(gross amounts, in €)*
SUBMITTED FOR APPROVAL TO THE ANNUAL GENERAL MEETING OF JULY 29, 2026 (10th RESOLUTION)

Compensation components submitted for shareholder approval	Amounts paid in fiscal year 2025-2026	Amounts granted or valuation of shares allocated for fiscal year 2025-2026	Description
Fixed compensation	€525,673	€530,000	Gross amount before tax. In accordance with the 2025-2026 compensation policy for the Chief Executive Officer approved by the Annual General Meeting of July 22, 2025, the fixed gross annual compensation of Pierre Barnabé, Chief Executive Officer until March 31, 2026, amounted to €530,000. As a gesture of solidarity, in the context of the Company's employees being furloughed, Pierre Barnabé agreed to a 5% reduction in his compensation, applied exclusively to two months' net monthly fixed compensation for the year, which was approved by the Board of Directors on November 19, 2025.
Annual variable compensation	€318,000 Amount granted for fiscal year 2024-2025	€443,080 Amount granted for fiscal year 2025-2026 To be submitted for approval at the July 29, 2026 SGM (10th resolution)	**Annual variable compensation granted for and paid during fiscal year 2024-2025:** 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 2024-2025 variable compensation objectives was 60%, corresponding to a total of €318,000. This compensation was paid to Pierre Barnabé following approval by the Annual General Meeting of July 22, 2025 (11th resolution, 88.10% approval). **Annual variable compensation granted for 2025-2026:** In accordance with the compensation policy approved at the Annual General Meeting of July 22, 2025, the variable portion of Pierre Barnabé's compensation for fiscal year 2025-2026 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 free 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, research) (8%), commercial challenges for each division (8%), human resources (well-being at work, Executive Committee succession plan, retention rate) (8%) and ESG (diversity, climate change, water) (16%). Based on the recommendation of the Compensation, Nominations and Board Governance Committee, the Board of Directors noted an achievement rate of 83.6%, which corresponds to a total of €443,080.

Compensation components submitted for shareholder approval	Amounts paid in fiscal year 2025-2026	Amounts granted or valuation of shares allocated for fiscal year 2025-2026	Description
			The payment of this compensation is subject to approval of the 10th resolution of the Annual General Meeting to be held on July 29, 2026. A breakdown of the achievement rates of the quantitative and qualitative criteria of Pierre Barnabé's variable compensation is presented in section 4.2.3.1 A of the 2025-2026 Universal Registration Document (as set out in page 59 of this notice of meeting).
Multi-annual cash-settled variable compensation	N/A	N/A	Pierre Barnabé was not eligible for multi-annual variable compensation.
Exceptional compensation	N/A	N/A	Pierre Barnabé was not eligible for exceptional compensation.
Directors' compensation	N/A	N/A	Pierre Barnabé was not eligible for directors' compensation.
Stock options, performance shares or other long-term benefits	€104,673 I.e., 2,829 Soitec shares under the Onyx 2025 plan (the share price on the vesting date was €37)	€1,211,406 Value of the ordinary performance shares in accordance with IFRS 2 allocated in fiscal year 2025-2026	**Loss of all rights granted under the Onyx 2028 plan** Pursuant to the authorization granted under the 20th resolution of the Annual General Meeting of July 23, 2024, and in accordance with the 2025-2026 compensation policy for the Chief Executive Officer, the Board of Directors decided on July 22, 2025 to grant Pierre Barnabé, in his capacity as Chief Executive Officer, 28,754 performance shares under the Onyx 2028 plan. This allocation represented an amount of €1,211,406 at the grant date (valued in accordance with IFRS 2 at the grant date), 0.08% of the Company's share capital and around 11% of the total budget under this plan and 5% of the total budget for the year under the Onyx and Agate 2028 plans. The vesting of these performance shares was subject to a three-year presence condition, for one-third, and the achievement of various performance conditions (revenue, EBIT, TSR and ESG criteria). Following Pierre Barnabé's resignation with effect from the evening of March 31, 2026, the Board of Directors noted on November 19, 2025 that, in accordance with the presence condition set out in the terms of the Onyx 2028 plan, Pierre Barnabé lost all his rights to performance shares granted under the Onyx 2028 plan on the date his term of office ended. Consequently, no shares will be delivered to him under this plan at the vesting date. In accordance with section 26.3.3 of the AFEP-MEDEF Code, Pierre Barnabé formally undertook, at the time of allocation, not to hedge the risk associated with performance shares until the end of the lock-up period set by the Board of Directors. **Delivery of 2,829 shares under the Onyx 2025 plan** At its meeting of July 22, 2025, the Board of Directors noted that Pierre Barnabé's 2,829 Soitec shares under the Onyx 2025 plan vested on August 1, 2025, representing €104,673 (the share price at the definitive vesting date was €37). The overall achievement rate of the performance conditions applicable to this plan (consolidated revenue, consolidated EBITDA, TSR and sustainable development) was 29.44%. For more information on the achievement level of performance conditions, please refer to section 7.3.4 of the 2025-2026 Universal Registration Document. These shares were not subject to any lock-up period. However, in accordance with the Board of Directors' decision when these shares were allocated, Pierre Barnabé was required to hold in registered form, for the duration of his term of office, a number of shares corresponding to 10% of his fixed compensation, calculated on the basis of the value of the shares at their vesting date. In addition, in accordance with section 26.3.3 of the AFEP-MEDEF Code, at the grant date, Pierre Barnabé formally undertook not to hedge the risk associated with the number of performance shares (i.e., 10% of his fixed compensation) that the Board of Directors had asked him to hold.

Compensation components submitted for shareholder approval	Amounts paid in fiscal year 2025-2026	Amounts granted or valuation of shares allocated for fiscal year 2025-2026	Description
Termination benefit	€0	€0	In the event of the termination of his duties as Chief Executive Officer, Pierre Barnabé was eligible for a termination benefit, an indemnity in lieu of notice and a non-compete indemnity. Following the resignation of Pierre Barnabé with effect from the evening of March 31, 2026, the Board of Directors noted on November 19, 2025 that: • no termination benefit was payable, as Pierre Barnabé's departure was entirely at his own initiative; • the indemnity in lieu of notice was not applicable as Pierre Barnabé resigned from his position as Chief Executive Officer in accordance with the six-month notice period provided for at the time of his appointment. However, in order to protect the Company's interests, the Board of Directors, on the recommendation of the Compensation, Nominations and Board Governance Committee, decided to apply the non-compete clause to him for an initial period of 12 months (renewable for a maximum of a further 12 months). As consideration for this obligation, Pierre Barnabé has received, since April 1, 2026, total gross compensation of €262,837, representing 50% of his fixed compensation (gross) paid during the 12 months preceding the date of termination of his term of office (excluding any bonuses, benefits or additional compensation granted on top of his fixed compensation). This indemnity is paid monthly over the duration of the obligation.
Supplementary pension plans	€14,941 PERO supplementary pension plan contributions	€14,941 PERO supplementary pension plan contributions	As a reminder, in accordance with the 2025-2026 compensation policy for the Chief Executive Officer, Pierre Barnabé was eligible for a PERO mandatory retirement savings plan under the same conditions as Soitec ESU's employees, with contributions based on his compensation up to Tranche C. Under this plan, entitlements accrue as and when contributions are paid by the Company, and remain accrued for plan members even if they resign or are dismissed. PERO pension contributions paid by the Company on behalf of Pierre Barnabé amounted to €14,941 for fiscal year 2025-2026, and expenses came to €2,390. At March 31, 2026, the estimated annuity based on the contributions paid by the Company was €1,153 gross per year. See section 4.2.2.3 of the 2024-2025 Universal Registration Document for the key components of the plan.
Benefits in kind	€36,262	€36,262	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 12 months of private unemployment insurance taken out with GSC.

ASSESSMENT OF THE ACHIEVEMENT LEVELS OF THE PERFORMANCE CONDITIONS UNDERLYING THE ANNUAL VARIABLE COMPENSATION FOR PIERRE BARNABÉ, CHIEF EXECUTIVE OFFICER UNTIL MARCH 31, 2026, FOR FISCAL YEAR 2025-2026

Type of objective	Description	Weighting	Maximum % in case of over-performance	% achieved
I. FINANCIAL OBJECTIVES	**Revenue** *(in US$ thousands)* *Revenue for fiscal year 2025-2026 was below the minimum target of US$771 thousand for the criterion, i.e., 80% of the targeted amount*	20%	30%	0%
	EBITDA *(as a % of revenue in € at constant exchange rates)* *The consolidated EBITDA for fiscal year 2025-2026 was below the minimum target of 30% for the criterion, i.e., 80% of the targeted amount*	20%	30%	0%
	Free cash flow *(in € millions)* *Free cash flow for fiscal year 2025-2026 amounted to €63 million, i.e., 69% of the targeted amount (above the target of €30 million, 50% of the criterion)*	20%	30%	30%
II. STRATEGIC OBJECTIVES	**Innovation**(1) • Number of patents filed • Send prototypes to customers and launch incubators • Strengthening cooperation with a major research laboratory Criterion: 1 objective met = 50%; 2 objectives met = 100%; 3 objectives met = 150% Result: 150% All three objectives were almost met.	8%	12%	11%
	Commercial challenges for each division(1) • Edge & Cloud AI: a Photonics qualification • Mobile Communications: a commercial partnership in China • Automotive & Industrial: three new SmartSiC™ qualifications Criterion: 1 objective met = 50%; 2 objectives met = 100%; 3 objectives met = 150% Result: 100% Two objectives were met.	8%	12%	8%
	Human Resources • Well-being: roll-out of the annual employee engagement survey (Voice of Employees – VoE) and implementation of one initiative related to each of the Group's three main priorities during the fiscal year • Executive Committee succession plan: updated succession plan • Talent development: maintain the voluntary turnover rate at the fiscal year 2024-2025 level (6% maximum) Criterion: 1 objective met = 50%; 2 objectives met = 100%; 3 objectives met = 150% Result: 150% All three objectives were met.	8%	12%	12%
	ESG • Climate: reduction of carbon emissions (Scope 1 and 2) in calendar year 2025: min. threshold (50%): 16,000 tCO_2eq/max. threshold (150%): 14,000 tCO_2eq. • Water: reduction of water withdrawals from natural sources per sq.cm.: min. threshold (50%): 0.82l/sq.m./max. threshold (150%): 0.72l/sq.m. • Diversity: increase in the proportion of women in senior management (Top Management - JG ≥150)): threshold to be reached (100%): 26%/max. threshold (150%): 26.5% • Talent development: 60% of succession plans for the positions of direct managers on the Executive Committee include at least one woman Result: • Climate: 14,682 tCO_2eq. (115.9%) as stated in section 3.3.1.4 of the 2025-2026 Universal Registration Document • Water: 0.60l/sq.m. (150%) • Diversity: 26.8% (150%) as stated in section 3.4.1.4.3 of the 2025-2026 Universal Registration Document • Talent development: 75% (150%)	16%	24%	22.6%
Subtotal		**100%**	**150%**	**83.6%**
Criterion for increase in variable portion	**Diversification**	10% increase of the subtotal	10% increase of the subtotal	0%
TOTAL VARIABLE PORTION DUE FOR FISCAL YEAR 2025-2026				**83.6%**

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

COMPONENTS OF THE COMPENSATION FOR FISCAL YEAR 2025-2026 OF FRÉDÉRIC LISSALDE, CHAIR OF THE BOARD OF DIRECTORS *(gross amounts, in €)* TO BE SUBMITTED FOR SHAREHOLDER APPROVAL AT THE ANNUAL GENERAL MEETING OF JULY 29, 2026 (9th RESOLUTION)

Compensation components submitted for shareholder approval	Amounts paid in fiscal year 2025-2026	Amounts granted for fiscal year 2025-2026 or accounting value	Description
Fixed compensation	€23,333 amount granted for fiscal year 2024-2025	€280,000 amount granted for fiscal year 2025-2026	Gross amount before tax. In accordance with the compensation policy for the Chair of the Board of Directors approved by the Annual General Meeting of July 23, 2024, the fixed compensation of the Chair of the Board of Directors amounts to €280,000 with effect from March 1, 2025. In respect of fiscal year 2024-2025, the fixed compensation of the Chair of the Board has been calculated pro rata to the duration of his term of office during that fiscal year (i.e., from March 1, 2025 to March 31, 2025). The fixed compensation of the Chair of the Board of Directors is paid in a single payment each year, after the Board of Directors has approved the financial statements for the year in which the compensation is due. Consequently, the fixed compensation granted to the Chair of the Board of Directors for fiscal year 2024-2025 was paid during fiscal year 2025-2026. With regard to the fixed compensation awarded to the Chair of the Board for fiscal year 2025-2026, it should be noted that, at the Board of Directors' meeting of November 19, 2025, as a gesture of solidarity in the context of the Company's employees being furloughed, the Chair of the Board agreed to a 5% reduction in his fixed annual compensation, applied on a basis equivalent to two months in office. His compensation for fiscal year 2025-2026 will therefore amount to €277,667 (amount paid during fiscal year 2026-2027).
Annual variable compensation	N/A	N/A	Frédéric Lissalde does not receive any annual variable compensation.
Multi-annual variable compensation	N/A	N/A	Frédéric Lissalde does not receive any multi-annual variable compensation.
Exceptional compensation	N/A	N/A	Frédéric Lissalde does not receive any exceptional compensation.
Stock options, performance shares or other long-term benefits	N/A	N/A	Frédéric Lissalde does not receive any stock options, performance shares or other long-term benefits.
Directors' compensation	N/A	N/A	The Chair of the Board of Directors is not eligible for directors' compensation.
Benefits in kind	N/A	N/A	Frédéric Lissalde is not eligible for benefits in kind.
Termination benefit	N/A	N/A	Frédéric Lissalde is not eligible for a termination benefit.
Supplementary pension plans	N/A	N/A	Frédéric Lissalde is not a member of any supplementary pension plan.

5.3.2 Pay ratios – Changes in compensation, Company performance, and pay ratios

In accordance with Article L. 22-10-9, 6° and 7° of the French Commercial Code, the following section sets out the ratios between the compensation levels of the Chair of the Board of Directors and the Chief Executive Officer, and the average and median compensation of Soitec's employees, along with the annual change in compensation, Company performance, average employee compensation and the ratios, over the last five fiscal years.

A. Methodology

The ratios were established by applying the recommendations published by the AFEP in February 2021 in its guidelines on compensation multiples.

B. Scope

In accordance with the recommendations of the AFEP-MEDEF Code, the ratios were calculated based on the scope of listed company Soitec SA and on Soitec's Economic and Social Unit (ESU) which is representative of the headcount, the Group's compensation policy and the different socio-professional categories of the Soitec Group in France.

The Soitec ESU is composed of (i) Soitec SA and Soitec Lab, which up until March 31, 2020 together formed a single entity, and (ii) Frec|n|sys, which was merged into Soitec SA on March 1, 2023 via a transfer of all of Frec|n|sys' assets and liabilities. At March 31, 2026, the Soitec ESU represented 98% of the Group's headcount in France.

The employees included in the calculations are the employees on permanent contracts who were "continuously present" over two consecutive fiscal years, for whom compensation changes reflect the compensation policy of the Group, excluding seconded employees.

As Soitec SA's headcount represents 98% of the ESU's total headcount, the ratios for Soitec SA are similar to those of the ESU.

C. Compensation components used for calculating the numerator and denominator

Soitec's ratios were calculated on a comparable basis between corporate officers and other employees by analyzing the following components:

- **the compensation used for the Chief Executive Officer** includes the compensation paid during fiscal year Y. It includes fixed compensation, annual variable compensation paid during fiscal year Y for fiscal year Y-1, exceptional compensation paid during year Y, benefits in kind (company car and housing allowance) and performance shares allocated during fiscal year Y, valued under IFRS 2;
- the compensation used for the **Chair of the Board of Directors** comprises the amounts defined in the compensation policy for the Chair of the Board, i.e., the amounts of his fixed compensation;
- for compensation used for **employees**, the full-time equivalent amount paid during fiscal year Y is used. It includes their base salary, variable compensation paid during fiscal year Y for fiscal year Y-1, seniority bonuses, other fixed bonuses, the value sharing bonus[1], exceptional bonuses, mandatory and voluntary profit-sharing, employer matching contribution paid during fiscal year Y, performance shares allocated during fiscal year Y, valued under IFRS 2, and any other benefits in kind.

Any signing bonuses, termination benefit, non-compete indemnity and supplementary pension plans are not taken into account for either employees or corporate officers.

(1) The value sharing bonus replaced the exceptional purchasing power bonus in July 2022.

D. Ratios

1. Changes in compensation

In accordance with Article L. 22-10-9, 7° of the French Commercial Code, the compensation of corporate officers and employees is presented below:

	2025-2026	2024-2025	2023-2024	2022-2023	2021-2022
Annual compensation as Chair of the Board of Directors	€280,000	€234,785	€230,000	€230,000	€230,000
Change compared to the previous fiscal year (Y/Y-1) (as a %)	+19%	+2%	0%	0%	0%
Annual compensation for the position of Chief Executive Officer[(1)]	€2,080,257	€1,941,423	€2,291,728	€2,393,338	€2,575,467
Change compared to the previous fiscal year (Y/Y-1) (as a %)	+7.2%	-15%	-4%	-7%	+4%
Annual compensation of Eric Meurice	N/A	€71,720	€230,000	€230,000	€230,000
Change compared to the previous fiscal year (Y/Y-1) (as a %)	N/A	N/A	0%	0%	0%
Annual compensation of Christophe Gégout	N/A	€139,731			
Change compared to the previous fiscal year (Y/Y-1) (as a %)	N/A	N/A			
Annual compensation of Frédéric Lissalde	€280,000	€23,333			
Change compared to the previous fiscal year (Y/Y-1) (as a %)	N/A	N/A			
Annual compensation of Paul Boudre	N/A	N/A	€176,291	€901,417	€2,575,467
Change compared to the previous fiscal year (Y/Y-1) (as a %)	N/A	N/A	N/A	-65%	+4%
Annual compensation of Pierre Barnabé	€2,080,257	€1,941,423	€2,115,436	€1,491,921	
Change compared to the previous fiscal year (Y/Y-1) (as a %)	+7.2%	-8%	+42%	N/A	N/A
Extended scope of the Soitec ESU					
Average annual compensation of employees of the Soitec ESU	€78,860	€78,664	€74,612	€70,076	€61,528
Change compared to the previous fiscal year (Y/Y-1) (as a %)	+0.2%	+5%	+6%	+14%	-11%
Scope of the listed company Soitec SA					
Average annual compensation of Soitec employees	€79,072	€78,924	€74,755	€70,210	€61,645
Change compared to the previous fiscal year (Y/Y-1) (as a %)	+0.2%	+6%	+6%	+14%	-11%

(1) Excluding any termination benefits, non-compete indemnity and supplementary pension plans in accordance with the recommendations published by the AFEP in February 2021.

2. Reminder of compensation paid to the Chief Executive Officers from fiscal year 2022-2023 to fiscal year 2025-2026

When Pierre Barnabé was appointed as the new Chief Executive Officer on July 26, 2022, the amount of fixed compensation set for the position of Chief Executive Officer had been reduced by 12.7% to €480,000.

On the basis of this new fixed compensation, the pay ratios for the Chief Executive Officer for fiscal year 2023-2024 compared to the average and median compensation of Soitec employees are 31 and 38 respectively. These ratios take into account:

(i) for Paul Boudre, Chief Executive Officer until July 26, 2022, the payment during fiscal year 2023-2024 of short-term variable compensation of €176,291 for fiscal year 2022-2023 (calculated on a pro rata basis);

(ii) for Pierre Barnabé, Chief Executive Officer since July 26, 2022, the payment of fixed compensation of €480,000 for fiscal year 2023-2024, short-term variable compensation of €380,109 for fiscal year 2022-2023 (calculated on a pro rata basis), and 8,637 free performance shares during fiscal year 2023-2024 valued at €1,235,350.

For fiscal year 2024-2025, the Board of Directors had decided to increase the Chief Executive Officer's fixed compensation by 10.4% to €530,000, and to reduce the allocation of performance shares as a percentage of his fixed compensation by 50 points.

Lastly, for fiscal year 2025-2026, as a gesture of solidarity, in the context of the Company's employees being furloughed, the Chief Executive Officer agreed to a 5% reduction in his compensation, applied exclusively to the net monthly fixed compensation for two months of the fiscal year, which was approved by the Board of Directors on November 19, 2025. However, to ensure the comparability of annual compensation trends and their relation to performance, the compensation components presented in the table above do not take this voluntary reduction into account.

3. Reminder of the compensation paid to Chairs of the Board during fiscal year 2024-2025

Following Éric Meurice's decision not to seek reappointment as director and Chair of the Board of Directors at the Annual General Meeting in July 2024, the Board of Directors appointed Christophe Gégout, then Referent Director, to succeed Éric Meurice on an interim basis as Chair of the Board at the close of said Meeting, i.e., from July 23, 2024 until February 28, 2025. Frédéric Lissalde was appointed Chair of the Board of Directors effective March 1, 2025.

Over fiscal year 2024-2025, the compensation of the Chairs of the Board was calculated pro rata as follows:

(i) for Eric Meurice, Chair of the Board until July 23, 2024, payment of annual compensation of €71,720 for fiscal year 2024-2025;

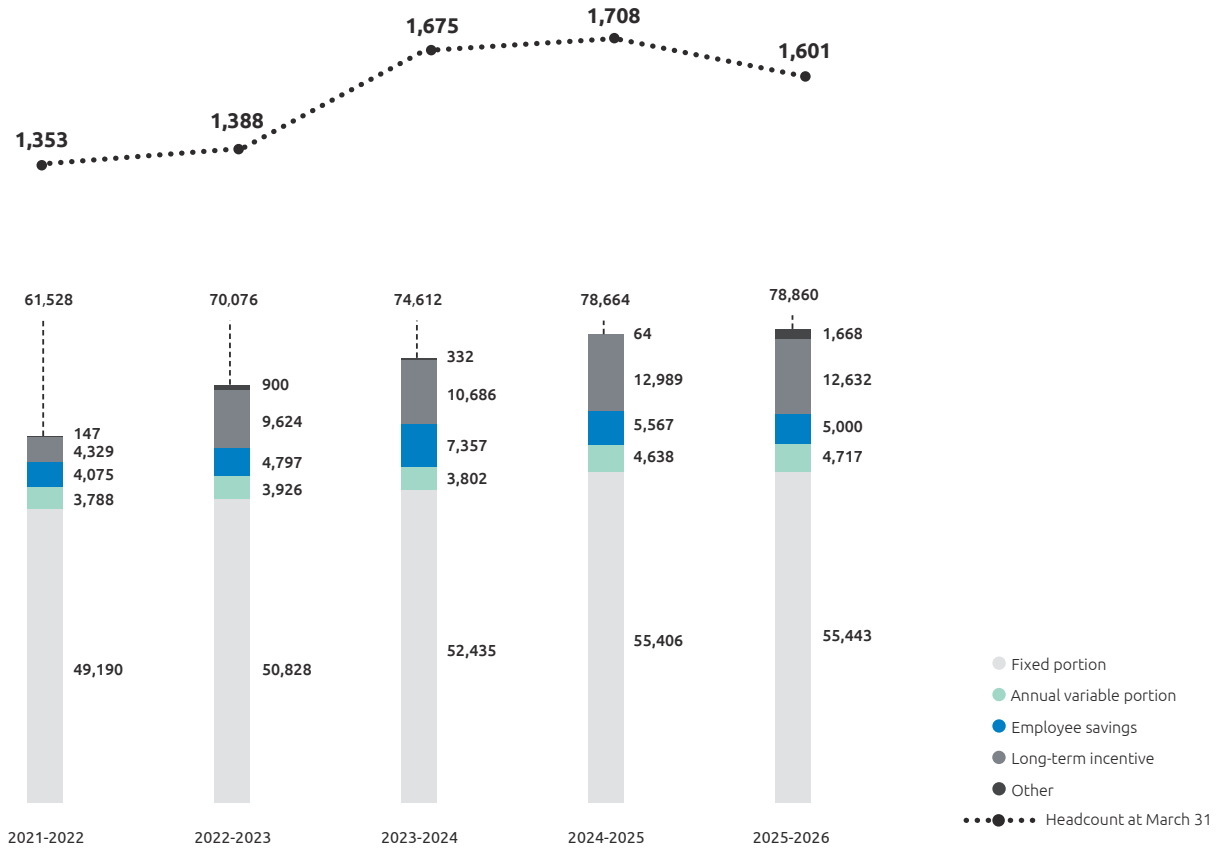
(ii) for Christophe Gégout, Chair of the Board from July 23, 2024 to February 28, 2025, payment of annual compensation of €139,731 for fiscal year 2024-2025;

(iii) for Frédéric Lissalde, Chair of the Board since March 1, 2025, payment of annual compensation of €23,333 for fiscal year 2024-2025.

The Annual General Meeting of July 23, 2024 approved the adjustment of the Chair's fixed annual compensation to €280,000 (gross) (compared with €230,000 previously) (12th resolution, 99.34% approval). This decision, effective since the appointment of Frédéric Lissalde on March 1, 2025, was intended to bring the compensation of the Chair of the Board of Directors closer to the median of the panel of comparable companies used, to better reflect the Chair's responsibilities and, more generally, to make the position of Chair of Soitec's Board of Directors more attractive.

As a result, for fiscal year 2025-2026, the fixed compensation awarded to the Chair of the Board amounted to €280,000 (gross). Nevertheless, it should be noted that, at the Board of Directors' meeting on November 19, 2025, as a gesture of solidarity in the context of the Company's employees being furloughed, the Chair of the Board of Directors agreed to a 5% reduction in his fixed annual compensation, applied on a basis equivalent to two months in office. His compensation for fiscal year 2025-2026 will therefore amount to €277,667 (amount paid during fiscal year 2026-2027). However, to ensure the comparability of annual compensation trends and their relation to performance, the compensation components presented in the table above do not take this voluntary reduction into account.

CHANGES IN AVERAGE EMPLOYEE COMPENSATION IN EUROS AND HEADCOUNT FROM FISCAL YEAR 2021-2022 TO FISCAL YEAR 2025-2026



During fiscal years 2022-2023 to 2025-2026, Soitec implemented free performance share plans for all employees, which explains the increases in average compensation. This reflects the Group's strategy in terms of sharing value creation and fostering employees' performance over the long term.

The fall in average compensation over fiscal year 2021-2022 results from the absence of a free performance share plan for all Group employees.

During fiscal years 2021-2022, 2022-2023 and 2023-2024, Soitec paid a value sharing bonus to eligible employees, which could amount to up to €2,000.

Lastly, during fiscal years 2022-2023, 2023-2024 and 2024-2025, Soitec made mandatory profit-sharing payments to eligible employees, in addition to the existing voluntary profit-sharing scheme.

The compensation policy for the scope concerned results from agreements with representative trade union organizations for each year. Voluntary profit-sharing, mainly based on the Group's financial performance (EBITDA), has been set up through three-year agreements signed by all the representative trade unions in fiscal years 2019-2020 and 2022-2023. A new agreement was signed in fiscal year 2025-2026, whose main criterion remains financial performance, based on current EBIT.

In order to maintain annual comparability, average and median compensation rates of employees for fiscal year 2025-2026 do not take into account the temporary impacts of the implementation of furlough measures and the voluntary reductions of fixed compensation that took place in the last two months of the fiscal year.

Performance criteria selected for the comparison

Four criteria were selected in order to assess the Company's performance in a way that is consistent with Soitec's variable compensation plans and its financial communication:

- two internal criteria: revenue and EBITDA;
- two external relative criteria:
  - the TSR (Total Shareholder Return) of the Company's shares compared to the STOXX Europe 600 Technology index,
  - the TSR (Total Shareholder Return) of the Company's shares compared to the median of the STOXX Europe Total Market Semiconductors components sector index.

4. Compensation ratios: including the entire value of the long-term incentive allocated during the fiscal year

Chair of the Board of Directors	2025-2026	2024-2025	2023-2024	2022-2023	2021-2022
Extended scope of the Soitec ESU					
Pay ratio compared to the average compensation of employees of the extended scope of the Soitec ESU (excluding corporate officers)	4	3	3	3	4
Pay ratio compared to the median compensation of employees of the extended scope of the Soitec ESU (excluding corporate officers)	4	4	4	4	5
Scope of the listed company Soitec SA					
Pay ratio compared to the average compensation of Soitec SA employees (excluding corporate officers)	4	3	3	3	4
Pay ratio compared to the median compensation of Soitec SA employees (excluding corporate officers)	4	4	4	4	5

Chief Executive Officer	2025-2026	2024-2025	2023-2024	2022-2023	2021-2022
Extended scope of the Soitec ESU					
Pay ratio compared to the average compensation of employees of the extended scope of the Soitec ESU (excluding corporate officers)	26	25	31	34	42
Pay ratio compared to the median compensation of employees of the extended scope of the Soitec ESU (excluding corporate officers)	33	31	38	43	53
Scope of the listed company Soitec SA					
Pay ratio compared to the average compensation of Soitec SA Employees (excluding corporate officers)	26	25	31	34	42
Pay ratio compared to the median compensation of Soitec SA Employees (excluding corporate officers)	33	31	38	43	53

FIVE-YEAR FINANCIAL PERFORMANCE

	2025-2026	2024-2025	2023-2024	2022-2023	2021-2022
EBITDA *(in € millions)*	150.6	298	332.5	391.4	308.8
Change compared to the previous fiscal year (Y/Y-1) (as a %)	-49%	-10%	-15%	+27%	+73%
Revenue *(in € millions)*	592.3	890.85	977.9	1,088.7	862.7
Change compared to the previous fiscal year (Y/Y-1) (as a %)	-34%	-9%	-10%	+26%	+48%
Soitec TSR – STOXX Europe 600 Technology TSR based on the average price for the month compared with March 2021	-105%	-119%	-21%	+52%	+77%
Change compared to the previous fiscal year (Y/Y-1) (as a %)	-12%	-460%	-141%	-32%	-18%
Soitec TSR – Median of the STOXX Europe Total Market Semiconductors components TSR based on the average price for the month compared with March 2020	-63%	-42%	-27%	-25%	+32%
Change compared to the previous fiscal year (Y/Y-1) (as a %)	+52%	-56%	-9%	-177%	+24%

For the purposes of disclosing compensation multiples, performance shares granted in year Y are valued in accordance with IFRS 2 at the grant date. After application of the performance conditions defined by the Board of Directors, the final payment levels were significantly lower than the valuations at the grant date, doubly impacted by the fall in the share price and payout rates of 28.3% for Onyx 2024 and 29.4% for Onyx 2025.

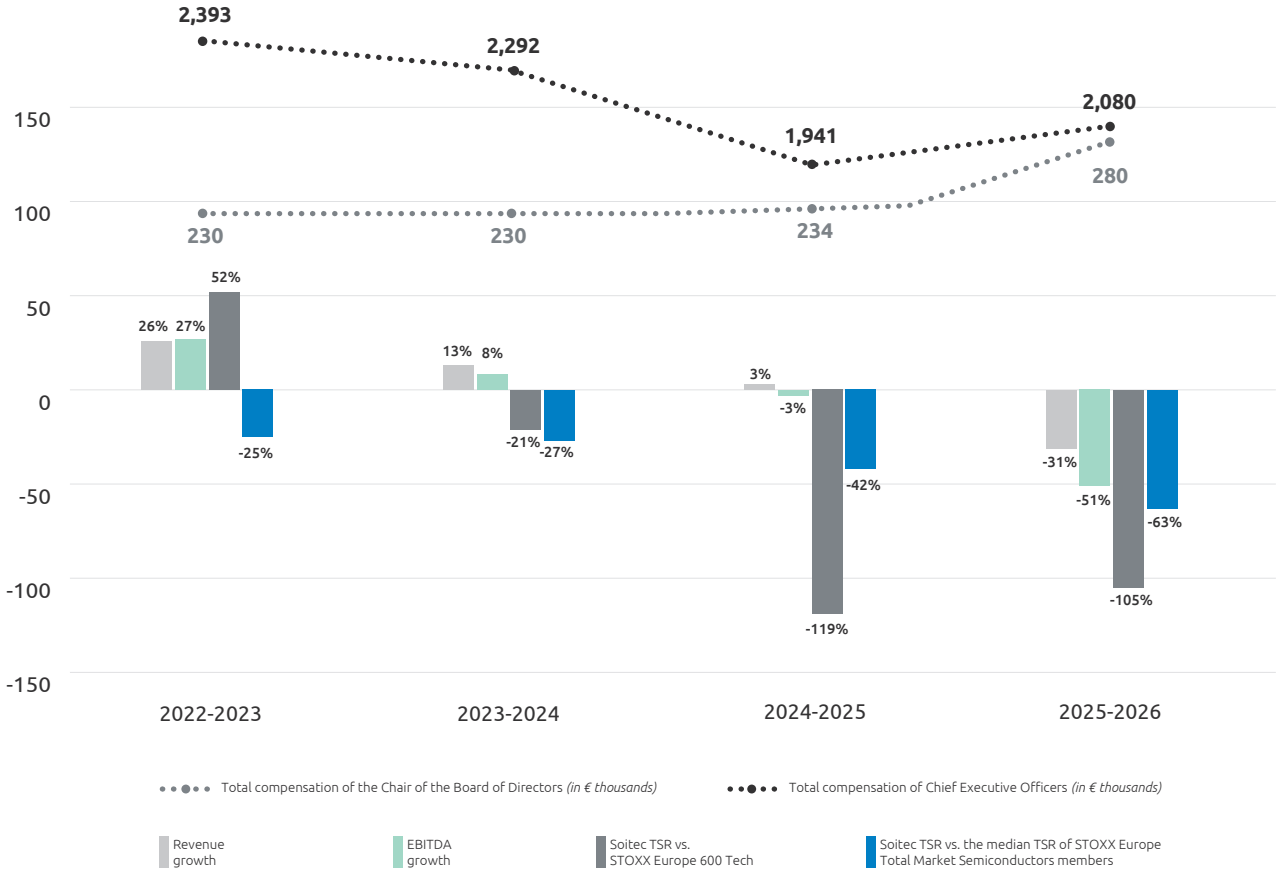
On the basis of the amounts actually paid, the compensation multiple for the Chief Executive Officer for fiscal year 2025-2026 would be 14 compared with the average compensation in the ESU and 17 compared with the median compensation in the ESU, i.e., 46% and 48% below the multiples published above, respectively.

5. Compensation of the Chief Executive Officers compared to the Group's performance

Total compensation paid for the position of Chief Executive Officer has fallen in recent years, reflecting the Group's performance. The average annual decline in total compensation (including the valuation of performance shares at the grant date) over the period is 5%, and 19% over the cumulated period (2025-2026 vs. 2021-2022).

Levels of variable compensation are correlated with the Company's performance over the period (April 1, 2022 to March 31, 2026):

- revenue down 31%;
- EBITDA down 51%;
- share price down 105% compared to the STOXX Europe 600 Technology index;
- share price down 63% compared to the median of the STOXX Europe Total Market Semiconductors components index.



5.3.3 Compensation of members of the Board of Directors, excluding the Chair of the Board and the Chief Executive Officer (fiscal year 2025-2026)

The components of the compensation of members of the Board of Directors granted for fiscal year 2025-2026 presented below were set by the Board of Directors on May 27, 2026, based on the recommendation of the Compensation, Nominations and Board Governance Committee, in application of the compensation policy approved by the Annual General Meeting of July 22, 2025 (13th resolution, 99.42% 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 2025-2026 fiscal year for their directorship duties was €695,448 compared with €737,178 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. Participation in a written consultation is not taken into consideration.

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, the Chair of the Board of Directors and employee directors, 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 4.1.1.6 III of the 2025-2026 Universal Registration Document (as set out in section 4.6 of this notice of meeting).

It should be noted that employee directors have permanent employment contracts and therefore receive compensation under their contracts, the amount of which is not disclosed for confidentiality reasons.

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 €)*

	Fiscal year 2025-2026		Fiscal year 2024-2025	
Members of the Board	**Amount granted[1]**	**Amount paid[2]**	Amount granted	Amount paid[2]
Bpifrance Participations (represented by Samuel Dalens)				
Compensation for duties as a member of the Board of Directors and Board Committee(s)	85,000	88,827	88,827	98,000
Other compensation	-	-	-	-
CEA Investissement (represented by François Jacq and Julie Galland)[3]				
Compensation for duties as a member of the Board of Directors and Board Committee(s)	29,419	36,034	36,034	44,250
Other compensation	-	-	-	-
Françoise Chombar				
Compensation for duties as a member of the Board of Directors and Board Committee(s)	81,011	72,000	72,000	72,000
Other compensation	-	-	-	-
Fonds Stratégique de Participations (represented by Laurence Delpy)				
Compensation for duties as a member of the Board of Directors and Board Committee(s)	102,000	115,000	115,000	115,000
Other compensation	-	-	-	-
Christophe Gégout				
Compensation for duties as a member of the Board of Directors and Board Committee(s)	102,000	40,520[4]	40,520[4]	102,000
Other compensation	-	-	-	-
Frédéric Lissalde				
Compensation for duties as a member of the Board of Directors and Board Committee(s)	N/A[5]	36,934[5]	36,934[5]	N/A
Other compensation	-	-	-	-
Satoshi Onishi				
Compensation for duties as a member of the Board of Directors and Board Committee(s)	59,000	59,000	59,000	59,000
Other compensation	-	-	-	-
Maude Portigliatti				
Compensation for duties as a member of the Board of Directors and Board Committee(s)	47,633	22,966	22,966	50,000
Other compensation	-	-	-	-
Delphine Segura Vaylet				
Compensation for duties as a member of the Board of Directors and Board Committee(s)	95,067	79,177	79,177	89,000
Other compensation	-	-	-	-
Kai Seikku				
Compensation for duties as a member of the Board of Directors and Board Committee(s)	17,942[6]	98,000	98,000	94,518
Other compensation		-	-	-
Shuo Zhang				
Compensation for duties as a member of the Board of Directors and Board Committee(s)	76,376	88,720	88,720	85,000
Other compensation		-	-	-
TOTAL[7]	**695,448**	**737,178**	**737,178**	**808,768**

(1) With regard to the compensation of directors for fiscal year 2025-2026, it should be noted that, at the Board of Directors' meeting of November 19, 2025, as a gesture of solidarity in the context of the Company's employees being furloughed, Board members in office agreed to a 5% reduction in their compensation, applied on a basis equivalent to two months in office. Their compensation for fiscal year 2025-2026 will therefore be affected. This measure does not apply to Kai Seikku, as he was not a director at the time of the decision.

(2) Directors' compensation is paid in a single payment each year, after the Board of Directors has approved the financial statements for the year in which the compensation is due. As a result, the compensation awarded to directors in respect of fiscal year 2024-2025 was paid during fiscal year 2025-2026, and compensation in respect of fiscal year 2023-2024 was paid during fiscal year 2024-2025.

(3) On October 1, 2025, the Board of Directors noted the appointment, with immediate effect, of Julie Galland as the new permanent representative of CEA Investissement on the Board of Directors, replacing François Jacq.

(4) Amount calculated pro rata to the period served from April 1, 2024 to July 22, 2024 and from March 1, 2025 to March 31, 2025. Christophe Gégout was appointed Chair of the Board of Directors on an interim basis from July 23, 2024 to February 28, 2025. During this period, he received no compensation in his capacity as director, in accordance with the 2024-2025 compensation policy applicable to the Chair of the Board. As a reminder, the amount he received in his capacity as Chair of the Board was €139,731.

(5) Amount calculated pro rata to the period served from July 23, 2024 to February 28, 2025. Frédéric Lissalde was appointed Chair of the Board of Directors effective March 1, 2025. Since that date, he has received no compensation in his capacity as director, in accordance with the 2025-2026 compensation policy applicable to the Chair of the Board.

(6) Amount calculated pro rata to the period served from April 1, 2025 to July 22, 2025, end date of Kai Seikku's term of office.

(7) As the compensation of the Chair of the Board of Directors is not included in the budget for the compensation of the members of the Board of Directors, it is not included in the total amount granted. As a reminder, neither the Chief Executive Officer nor employee directors receive any compensation in their capacity as directors.

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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 **1st to 3rd resolutions**, the shareholders are invited to:

- approve the 2025-2026 statutory financial statements, which show a net loss of €101,273,238.15 (versus net profit of €41,847,411.20 in fiscal year 2024-2025), the overall amount of non-deductible expenses and charges subject to corporate income tax, representing €129,691 for fiscal year 2025-2026, as well as the related tax charge estimated at €33,500;
- approve the 2025-2026 consolidated financial statements, which show a net loss (Group share) of €220,023 thousand (versus net profit (Group share) of €91,836 thousand in fiscal year 2024-2025);
- approve the transactions reflected in these financial statements or summarized in the Board of Directors' management report and in the Statutory Auditors' reports;
- allocate the loss for fiscal year 2025-2026, amounting to €101,273,238.15, to "Retained earnings", which would be reduced from €881,256,100.02 to €779,982,861.87.

The statutory and consolidated financial statements, the Board of Directors' management report and the Statutory Auditors' reports are presented in the 2025-2026 Universal Registration Document.

First resolution –
Approval of the statutory financial statements for the fiscal year ended March 31, 2026

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, 2026, 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, 2026, as well as the transactions reflected in these financial statements or summarized in these reports, showing a net loss of €101,273,238.15.

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 €129,691 in respect of the fiscal year ended March 31, 2026, which generated an estimated tax charge of €33,500.

Second resolution –
Approval of the consolidated financial statements for the fiscal year ended March 31, 2026

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, 2026, 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, 2026, as well as the transactions reflected in these financial statements or summarized in these reports, showing a net loss (Group share) of €220,023 thousand.

Third resolution –
Appropriation of net profit for the fiscal year ended March 31, 2026

The Annual General Meeting, under the conditions of quorum and majority required for Ordinary General Meetings, and on the recommendation of the Board of Directors, resolves to allocate the loss for the year, amounting to €101,273,238.15, to "Retained earnings", which will be reduced from €881,256,100.02 to €779,982,861.87.

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

Resolutions no. 4 to 7
Composition of the Board of Directors

At the date of the 2025-2026 Universal Registration Document, the Soitec's Board of Directors has 12 members, including seven independent directors, six women and two employee directors.

Each year, Soitec's Board of Directors assesses its composition and that of its Committees, in particular with regard to the criteria described in its diversity policy. This approach aims to ensure an optimized balance of independence, gender, generational mix and diversity of skills and nationalities. Beyond individual performance, the Board ensures that each profile represents a lever for the Group's strategic ambitions, while embodying its principles of independent thinking, commitment and complementarity.

Pierre Barnabé, former Chief Executive Officer of Soitec, resigned from his position with effect from the evening of March 31, 2026, and consequently from his duties as a director of the Company.

In addition, as the terms of office of Christophe Gégout, Maude Portigliatti and Delphine Segura Vaylet expire at the close of the next Annual General Meeting, the Board of Directors, on the recommendation of the Compensation, Nominations and Board Governance Committee, proposes to shareholders:

- the appointment of Laurent Rémont, Soitec's new Chief Executive Officer since April 1, 2026, and Didier Fontaine as an independent director (**4th and 5th resolutions**);
- the reappointments of Christophe Gégout and Delphine Segura Vaylet as independent directors (**6th and 7th resolutions**);

for terms of three years expiring at the close of the Ordinary General Meeting to be called to approve the financial statements for fiscal year 2028-2029.

The Board of Directors warmly thanks Maude Portigliatti for her contribution to the work of the Board and the Strategic Committee during her three-year term of office.

At the close of the next Annual General Meeting, and subject to the adoption of the proposed resolutions, Soitec's Board of Directors would comprise 13 members, including the Chief Executive Officer, seven independent directors, six women and two employee directors.

Appointment of Laurent Rémont

Laurent Rémont has been Chief Executive Officer of Soitec since April 1, 2026. His international career reflects recognized expertise in the Group's strategic technologies and markets (mobile communications, automotive, artificial intelligence) and solid experience in managing technological and industrial activities.

The appointment of Laurent Rémont reflects the Board's determination to build on the foundations laid in recent years in order to consolidate the Group's development, leverage its diversified portfolio of products and technologies, particularly in the area of artificial intelligence, and seize the opportunities offered by the semiconductor markets.

Laurent Rémont's appointment as a director will enable him to contribute fully to the Board's strategic thinking. The appointment is in line with the Board's determination to strengthen its expertise while ensuring perfect synergy between Executive Management and the directors.

If Laurent Rémont's appointment is approved at the next Annual General Meeting, he will sit on the Strategic Committee.

Laurent Rémont's profile is set out in section 4.1.1.3 of the 2025-2026 Universal Registration Document (as set out in section 4.6 of this notice of meeting).

Appointment of Didier Fontaine

Didier Fontaine is Executive Vice President in charge of Finance, Legal, Strategy and M&A, IT and Purchasing for the IDEMIA group. With over 25 years' experience, he has held executive management positions with several major international groups (Schlumberger, Faurecia, Plastic Omnium (now OPmobility), Constellium, etc.). His career has been marked by a dual financial and operational culture in demanding industrial sectors, bearing witness to his recognized expertise in managing strategic transformations, risk management and complex financial operations.

The appointment of Didier Fontaine as an independent director will enable the Board to benefit from his recognized expertise in global financial matters, strategy and cybersecurity. In addition, his experience in supporting companies listed on international markets (Euronext, NYSE) will be a major asset for the Group's Board of Directors and its corporate governance. This appointment is part of a drive to strengthen the Board's expertise in order to support Soitec's performance. If Didier Fontaine's appointment is approved at the next Annual General Meeting, he will sit on the Strategic Committee and the Audit and Risks Committee.

Didier Fontaine's profile is set out in section 4.1.1.3 of the 2025-2026 Universal Registration Document (as set out in section 4.6 of this notice of meeting).

Renewal of Christophe Gégout's term of office

Christophe Gégout is Founding Partner and Managing Director of Yotta Capital Partners. His career, both in senior administration and within leading investment structures (CEA, Meridiam), testifies to his recognized expertise in financing innovation and the strategic sectors of energy and digital transition. Christophe Gégout was appointed acting Chair of the Board of Directors from July 23, 2024 to February 28, 2025.

The reappointment of Christophe Gégout as an independent director, while he is also Chair of the Audit and Risks Committee, will enable the Board to continue to benefit from his solid grasp of financial issues and his strategic point of view on industrial risks. His reappointment ensures the continuity of the Board's financial expertise, essential for securing strategic investments and supporting deployment of the Group's growth trajectory.

During fiscal year 2025-2026, Christophe Gégout's average attendance rate at meetings of the Board of Directors, the Audit and Risks Committee, the Strategic Committee and the Sustainability Committee was 100%, demonstrating his commitment to their work.

If Christophe Gégout's reappointment is approved at the next Annual General Meeting, he will continue to serve as Chair of the Audit and Risks Committee until April 19, 2027 (when he will no longer be considered independent under the recommendations of the AFEP-MEDEF Code). At that time, he will be replaced as Chair of the Audit and Risks Committee by an independent director. He will continue to serve as a member of the Strategic Committee and of the Sustainability Committee.

Christophe Gégout's profile is set out in section 4.1.1.3 of the 2025-2026 Universal Registration Document (as set out in section 4.6 of this notice of meeting).

Renewal of Delphine Segura Vaylet's term of office

Delphine Segura Vaylet is Director of Human Resources and Safety for the Artelia Group. Her career with leading international companies in industry and high technology (Thales, STMicroelectronics, TotalEnergies, Groupe SEB) reflects her proven expertise in supporting organizations and developing skills, as well as in HR strategy, compensation policies and talent management on an international scale.

The reappointment of Delphine Segura Vaylet as an independent director, while she chairs the Compensation, Nominations and Board Governance Committee, will enable the Board to continue to benefit from her solid experience in governance and human capital. Her reappointment is in line with the Group's commitment to maintaining a demanding corporate governance structure, perfectly in line with its development goals.

During fiscal year 2025-2026, Delphine Segura Vaylet's average attendance rate at meetings of the Board of Directors, the Compensation, Nominations and Board Governance Committee, the Strategic Committee and the Sustainability Committee was 91%, demonstrating her commitment to their work.

If Delphine Segura Vaylet's reappointment is approved at the next Annual General Meeting, she will continue to serve as Chair of the Compensation, Nominations and Board Governance Committee, and as a member of the Strategic Committee and the Sustainability Committee.

Delphine Segura Vaylet's profile is set out in section 4.1.1.3 of the 2025-2026 Universal Registration Document (as set out in section 4.6 of this notice of meeting).

KEY FIGURES AT THE CLOSE OF THE ANNUAL GENERAL MEETING OF JULY 29, 2026, SUBJECT TO APPROVAL OF THE 4TH TO 7TH RESOLUTIONS

64%	45%	4	54
independent members *(excluding employee directors)*	women *(excluding employee directors)*	nationalities	average age of Board members

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Fourth resolution –
Appointment of Laurent Rémont 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 appoint Laurent Rémont 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, 2029.

Fifth resolution –
Appointment of Didier Fontaine 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 appoint Didier Fontaine 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, 2029.

Sixth resolution –
Reappointment of Christophe Gégout 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 Christophe Gégout 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, 2029.

Seventh resolution –
Reappointment of Delphine Segura Vaylet 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 Delphine Segura Vaylet 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, 2029.

Resolutions no. 8 to 10

Compensation of the Company's corporate officers for fiscal year 2025-2026

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 **8th 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 2025-2026. 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 2025-2026 Universal Registration Document.

Approval of the compensation paid or awarded in fiscal year 2025-2026 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 fiscal year 2025-2026 to:

- Frédéric Lissalde, Chair of the Board of Directors, pursuant to the **9th resolution** (see second table of section 4.2.4 of the 2025-2026 Universal Registration Document (as set out in section 5.3 of this notice of meeting)); and
- Pierre Barnabé, Chief Executive Officer until March 31, 2026, pursuant to the **10th resolution** (see first table of section 4.2.4 of the 2025-2026 Universal Registration Document (as set out in section 5.3 of this notice of meeting)).

These components of their compensation were paid or allocated in accordance with the compensation policy approved by shareholders on July 22, 2025 for the Chairman of the Board of Directors (12th resolution, 99.85% approval) and for the Chief Executive Officer (14th resolution, 86.27% approval).

Payment of Pierre Barnabé's annual variable compensation in his capacity as Chief Executive Officer, which ended on the evening of March 31, 2026, as described in section 4.2.4 of the 2025-2026 Universal Registration Document (as set out in section 5.3 of this notice of meeting), is subject to shareholder approval at the Annual General Meeting (**10th resolution**).

Eighth 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, 2026 referred to in Article L. 22-10-9, I of the said Code, as presented in section 4.2.3 of the 2025-2026 Universal Registration Document.

Ninth resolution –

Approval of the components of the compensation paid or awarded in the fiscal year ended March 31, 2026 to Frédéric Lissalde in his capacity as 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. 22-10-34, 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, 2026 to Frédéric Lissalde, Chairman of the Board of Directors, as presented in the second table of section 4.2.4 of the 2025-2026 Universal Registration Document.

Tenth resolution –

Approval of the components of the compensation paid or awarded in the fiscal year ended March 31, 2026 to Pierre Barnabé in his capacity as Chief Executive Officer until March 31, 2026

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, 2026 to Pierre Barnabé, Chief Executive Officer until March 31, 2026, as presented in the first table of section 4.2.4 of the 2025-2026 Universal Registration Document.

Resolutions no. 11 to 13

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, 2026, on the recommendation of the Compensation, Nominations and Board Governance Committee.

Compensation policy for the Chair of the Board of Directors

The compensation policy for the Chair of the Board of Directors, submitted in the **11th resolution**, solely comprises annual fixed compensation of a gross amount of €280,000. 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.

The compensation policy for the Chair of the Board of Directors proposed for approval is identical to that approved by the Annual General Meeting of July 22, 2025 (12th resolution, 99.85% approval).

The compensation policy for the Chair of the Board of Directors is set out in sections 4.2.1 and 4.2.2.2 of the 2025-2026 Universal Registration Document (as set out in section 5.1 and 5.2 of this notice of meeting).

Compensation policy for the members of the Board of Directors

The compensation policy for members of the Board of Directors, which is the subject of the **12th resolution**, consists of fixed compensation allocated according to the distribution principles detailed in section 4.2.2.3 of the 2025-2026 Universal Registration Document (as set out in section 5.2 of this notice of meeting).

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 Annual General Meeting of July 26, 2022 (17th resolution, 99.80% approval).

The compensation policy for members of the Board of Directors put to the vote is identical to that approved at the Annual General Meeting of July 22, 2025 (13th resolution, 99.42% approval). It does not apply to the Chair of the Board of Directors, the Chief Executive Officer or employee directors, who are not compensated for their duties as directors.

The compensation policy for the members of the Board of Directors is set out in sections 4.2.1 and 4.2.2.3 of the 2025-2026 Universal Registration Document (as set out in section 5.1 and 5.2 of this notice of meeting).

Compensation policy for the Chief Executive Officer

The compensation policy for the Chief Executive Officer, which is the subject of the **13th resolution** was reviewed by the Board of Directors on January 8, 2026, on the recommendation of the Compensation, Nominations and Board Governance Committee upon the appointment of the new Chief Executive Officer, Laurent Rémont, based on results from the benchmarking study of compensation paid to the Chief Executive Officers of a panel of comparable companies(1) and taking into account Laurent Rémont's profile.

The proposed compensation structure is aligned with general recommendations, in particular to prioritize "compensation for performance". The total variable component (short- and long-term) represents around two-thirds of total target compensation.

The proposed total compensation now positions the total target compensation of the Chief Executive Officer (i.e., €1,750,000 versus €2,385,000 provided for in the compensation policy for the Chief Executive Officer for fiscal year 2025-2026) slightly above the median of the French companies included in the reference panel and slightly below the median of the European companies in the reference panel.

The compensation policy for the Chief Executive Officer provides for compensation comprising a fixed portion of €500,000 gross, an annual variable portion representing 100% of the fixed portion and which may vary between 0% and 150% depending on the achievement of financial and non-financial criteria, a long-term variable portion representing 150% of the fixed portion, and certain commitments and benefits.

The performance targets for Laurent Rémont's short-term variable compensation have been simplified and aligned with the Company's strategy. They also take into account the market practices of SBF 120 companies. The financial criteria have been focused on Photonics revenue, current EBIT and free cash flow, while the non-financial criteria have been simplified into two pillars, one strategic (innovation and product portfolio management) and the other ESG (carbon intensity and talent retention/organization), ensuring greater clarity and eliminating redundancy with long-term variable compensation.

The criteria for long-term variable compensation have also been simplified to bring them into line with market practices. The financial criteria now include current earnings per share and maintain the relative TSR criteria, while the non-financial criteria focus on two strategic matters: water reuse and diversity/inclusion. This structure creates a balance between short-term and long-term variable compensation.

The compensation policy for the Chief Executive Officer is presented in detail in sections 4.2.1 and 4.2.2.4 of the 2025-2026 Universal Registration Document (as set out in section 5.1 and 5.2 of this notice of meeting).

Eleventh 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 4.2.2.2 of the 2025-2026 Universal Registration Document.

Twelfth 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, the Chief Executive Officer and employee directors), as presented in sections 4.2.1 and 4.2.2.3 of the 2025-2026 Universal Registration Document.

(1) *Companies on the panel used in the 2026 benchmarking study for the Chief Executive Officer:*
European reference panel: Ams-OSRAM, Tecan Group, AT&S, SMA Solar, Siltronic, Eutelsat, Jenoptik, VAT Group, Barco, Melexis, X-FAB, Aixtron, BE Semiconductor Indus, Elmos Semiconductor, Technoprobe, Nordic Semiconductor, NCAB group.
French reference panel: FDJ United, Ipsos, TF1, BIC, Getlink, Virbac, M6 METROPOLE TV, Eutelsat, Mersen, Viridien, Beneteau, Solutions 30, OVH, VisionGroup, Maurel & Prom, X-FAB, GTT, Assystem, Lectra, Exosens, Exail Technologies.

Thirteenth 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 4.2.2.4 of the 2025-2026 Universal Registration Document.

Resolution no. 14
Authorization to be granted to the Board of Directors to carry out transactions in the Company's shares

In the **14th resolution**, the shareholders are invited to renew for a further period of 18 months, as of the July 29, 2026 Annual General Meeting, 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 22, 2025 (15th resolution).

The transactions carried out during fiscal year 2025-2026 under the previous authorization are detailed in sections 7.3.3.1 *Treasury shares* and 7.3.3.2 *Liquidity agreement* of the 2025-2026 Universal Registration Document.

As of March 31, 2026, the Company held 79,323 of its own shares, representing 0.22% of share capital.

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

- ensuring the liquidity and making a market for the Company's shares through a liquidity agreement; 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 plan); or
- covering free share allocation or stock option plans for employees and corporate officers; or
- meeting obligations related to the delivery of shares to employees or corporate officers of the issuer or of a related company; or
- covering securities giving rights to the allocation of Company shares; or
- holding and subsequently issuing shares in connection with external growth transactions; or
- subsequently canceling all or some of the shares bought back; or
- allowing for the implementation of any market practices permitted or that may be permitted by the market authorities.

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, 1,788,600 shares, as calculated based on the Company's share capital at May 27, 2026 totaling €71,544,030), 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 €200 (1) (excluding acquisition costs), and the overall amount of this share buyback program may not exceed €357,720,000 (excluding acquisition costs).

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 shares without the prior approval of the shareholders.

The new share buyback program is described in section 7.3.3.3 *Description of the share buyback program submitted for the approval of the Annual General Meeting of July 29, 2026* of the 2025-2026 Universal Registration Document.

(1) Amount revised upwards following the publication of the 2025-2026 Universal Registration Document, in order to take into account the positive trend in the Soitec share price.

Fourteenth resolution –

Authorization to be granted to the Board of Directors to carry out transactions in 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 17th 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 1,788,600 shares, as calculated based on the share capital at May 27, 2026, amounting to €71,544,030) 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, 3,577,201 shares, as calculated based on the Company's share capital at May 27, 2026, corresponding to €71,544,030), 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 €200 (1) (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, 2026, the total amount allocated to the share buyback program may not exceed €357,720,000 (excluding acquisition costs).

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, to (i) place any and all market orders, (ii) enter into any and all agreements, (iii) allocate or reallocate the acquired shares to the various objectives of the share buyback program under the applicable legal and regulatory conditions, (iv) 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, (v) prepare any and all press releases, other press documents, and any and all other required publications, (vi) carry out all required formalities with and make any and all appropriate disclosures to all relevant organizations and, (vii) 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 15th resolution adopted at the Annual General Meeting of July 22, 2025.

(1) Amount revised upwards following the publication of the 2025-2026 Universal Registration Document, in order to take into account the positive trend in the Soitec share price.

6.2 Resolutions within the competence of the Extraordinary General Meeting

Resolution no. 15

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

In the **15th resolution**, the shareholders are invited to renew for a period of 13 months as of the Annual General Meeting of July 29, 2026, 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 powers would supersede the delegation given for the same purpose by the Annual General Meeting of July 22, 2025 (20th resolution), which has not been used. It would enable the Company to raise funds among certain categories of investors in order to continue its growth.

This issue of shares and/or securities would be reserved for:

(iv) French or foreign financial institutions or investment funds or investment vehicles specializing in the technology sector;

(v) French or foreign investment service providers guaranteeing this type of investment.

The shares and/or other securities issued under this resolution could be paid-up in cash, or by offsetting against receivables that are certain, liquid and due, 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 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 shares by a third party, until the end of the offer period.

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

Price

The issue price will carry a maximum discount of 10% to the share price preceding the pricing date (i.e., the last closing price of the Company's shares, or the weighted average of the last three trading days).

Moreover, the issue price 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 delegation would be subject to the limits imposed by the regulations applicable on the issue date and would not exceed €7 million.

This ceiling would be deducted:

- from the sub-ceiling of €7 million set in paragraph 3. a of the 18th resolution adopted at the Annual General Meeting of July 22, 2025; and
- from the overall ceiling of €35 million in nominal value referred to in paragraph 3. a of the 17th resolution adopted at the Annual General Meeting of July 22, 2025.

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.

This amount would be deducted from the overall ceiling of €500 million referred to in paragraph 3.b. of the 17th resolution adopted at the Annual General Meeting of July 22, 2025.

Fifteenth 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 receivables that are certain, liquid and due, 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 18th, 19th, 22nd and 23rd resolutions adopted at the Annual General Meeting of July 22, 2025,

(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 18th resolution of the Annual General Meeting of July 22, 2025, 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 17th resolution of the Annual General Meeting of July 22, 2025, 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 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 17th resolution adopted at the Annual General Meeting of July 22, 2025 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;

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 thirteen (13) 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 20th resolution of the Annual General Meeting of July 22, 2025;

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. 16

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 **16th resolution**, the shareholders are invited to renew, for 13 months as of the Annual General Meeting of July 29, 2026, 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 without preemptive subscription rights, up to a total maximum par value of €715,000 (i.e., approximately 1% of the share capital at May 27, 2026 which totaled €71,544,030), 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 17th resolution adopted at the Annual General Meeting of July 22, 2025.

This new delegation of powers would supersede the delegation given for the same purpose by the Annual General Meeting of July 22, 2025 (25th resolution), which has not been used.

The issue price would be determined in accordance with Article L. 3332-18 *et seq.* of the French Labor Code and, in accordance with Article L. 3332-19 of the French Labor Code, would be at least equal to:

- 70% of the average share price over the 20 trading days preceding the date of the decision setting the opening date of the subscription period for the capital increase reserved for members of a Company or Group savings plan; or
- 60% of this value when the lock-up period provided for by the plan in application of Articles L. 3332-25 and L. 333-26 of the French Labor Code is ten years or more.

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.

Sixteenth 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 authority 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 accounting unit established by reference to a basket of currencies, with a waiver of shareholders' preemptive subscription rights, in France and/or abroad, against payment or free of charge, in a maximum nominal amount of €715,000, 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 nominal amount of capital increases that may be carried out, immediately or in the future, pursuant to this delegation shall be deducted from the overall ceiling of €35 million in nominal value referred to in 3. a of the 17th resolution adopted at the Annual General Meeting of July 22, 2025, or, where appropriate, from the amount of the ceiling provided by a resolution with the same purpose superseding this resolution during the validity period of this delegation (to which will be added the nominal amount of any capital increases that may be carried out via the issue of ordinary shares in order to preserve, in accordance with the law, and, where appropriate, contractual provisions providing for other adjustments, 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, likely to be issued under this delegation, shall be increased, if applicable, by any redemption premium above par and shall be deducted from the overall ceiling of €500 million defined in 3. b of the 17th resolution adopted at the Annual General Meeting of July 22, 2025, or, where appropriate, from the amount of the ceiling provided by a resolution with the same purpose superseding this resolution during the validity period 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, as provided by law, 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 13 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 25th resolution of the Annual General Meeting of July 22, 2025.

Resolution no. 17

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 **17th resolution** is to renew on the same terms, for a further period of 18 months as from the Annual General Meeting of July 29, 2026, 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 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.

The new authorization would supersede the authorization for the same purpose given by the Annual General Meeting of July 22, 2025 (16th resolution), which has not been used.

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.

Seventeenth 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. 25-213 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 18 months as from this Meeting, it being specified that this authorization supersedes all other authorizations previously granted in a resolution with the same purpose, and specifically the 16th resolution of the Annual General Meeting of July 22, 2025.

Resolution no. 18

In order to comply with the new provisions of Article R. 225-63 of the French Commercial Code, as amended by Decree no. 2026-94 of February 13, 2026, shareholders are asked to amend, under the **18th resolution**, Article 21 of the Company's by-laws relating to Meetings, to provide for the possibility of convening shareholders by any means, under the conditions provided for by law and regulations.

Eighteenth resolution –
Amendment to Article 21 (Meetings) 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 21 of the by-laws relating to Meetings, to provide for the possibility of convening shareholders by any means, under the conditions provided for by law and regulations.

Consequently, the Annual General Meeting resolves to modify Article 21 of the Company's by-laws as follows:

Previous wording	New wording
Article 21 – MEETINGS	**Article 21 – MEETINGS**
"[...]	"[...]
1 – The Shareholders' General Meetings are convened under the conditions laid down by the law.	*1 – The Shareholders' General Meetings are convened **by any means, under the conditions laid down by the law and regulations.***
They are held either at the registered office or at any other venue specified in the notice of meeting.	*They are held either at the registered office or at any other venue specified in the notice of meeting.*
~~The notice shall be issued at least fifteen days prior to the date of the Shareholders' General Meeting, either by means of a notice published in a newspaper authorized to carry legal notices of the department of the registered office, either by registered letter or by ordinary letter addressed to each shareholder.~~	
~~When a Shareholders' General Meeting has not been able to deliberate due to the required quorum not being reached, the second Shareholders' General Meeting and, if applicable, the second extended Shareholders' General Meeting, are convened at least six days in advance, in the same manner as the first. The notice and the letters convening this second Shareholders' General Meeting state the date and the agenda of the first Shareholders' General Meeting.~~	
2 – The agenda of the Shareholders' General Meeting shall be included in the notice ~~and in the letter~~ convening the meeting; said agenda shall be determined by the author of the notice.	*2 – The agenda of the Shareholders' General Meeting shall be included in **the notice convening the meeting**; said agenda shall be determined by the author of the notice.*
[...]	[...]

The other provisions of Article 21 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.

6.3 Summary table of financial delegations and authorizations requested at the Annual General Meeting of July 29, 2026

Purpose of the resolution/ Resolution no.	Ceilings *(par value/nominal value, in €)*	Percentage of the share capital	Duration of the authorization (expiry date)
Resolutions that may be deducted from a blanket ceiling of €35 million on the aggregate par value of share capital increases[1] and, if applicable, a blanket ceiling of €500 million on the aggregate nominal value of debt securities[2]			
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. 16	In share capital = €715,000	~1% of the share capital	13 months (08/28/2027)
Resolutions that may be simultaneously deducted from an overall sub-ceiling of €7 million in share capital[3], and the blanket ceilings of €35 million in share capital[1] and €500 million in debt securities[2]			
Capital increase, all securities included, with a waiver of PSR – reserved for categories of persons meeting specific criteria Resolution no. 15	In share capital = €7 million In debt securities* = €500 million	~9.78% of the share capital i.e., 3,500,000 shares**	13 months (08/28/2027)
Resolutions subject to independent ceilings			
Authorization to be granted to the Board of Directors on the Company's shares Resolution no. 14	5% of the share capital Maximum €200 [4] per share (excluding acquisition costs)	5% of the share capital i.e., 1,788,600 shares** Overall maximum amount allocated to the program: €357,720,000	18 months (01/28/2028)
Cancellation of shares acquired pursuant to the authorizations to buy back the Company's treasury shares Resolution no. 17	10% of the share capital over a period of 24 months	-	18 months (01/28/2028)

(1) Overall ceiling of €35 million in nominal value, applicable to all capital increase transactions resulting from the implementation of the 17th, 18th, 19th, 22nd, 23rd and 24th resolutions of the Annual General Meeting of July 22, 2025 and that may result from the implementation of the 15th and 16th resolutions of the Annual General Meeting of July 29, 2026. 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 (**) resulting from the utilization of the 17th, 18th, 19th, 22nd, 23rd and 24th resolutions of the Annual General Meeting of July 22, 2025 and which may result from the utilization of the 15th resolution of the Annual General Meeting of July 29, 2026. 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 resulting from the utilization of the 18th, 19th, 22nd and 23rd resolutions of the Annual General Meeting of July 22, 2025 and which may result from the utilization of the 15th resolution of the Annual General Meeting of July 29, 2026. 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.

(4) Amount revised upwards following the publication of the 2025-2026 Universal Registration Document, in order to take into account the positive trend in the Soitec share price.

** 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, 2026, amounting to €71,544,030.*

07

Statutory Auditors' reports

7.1 Statutory auditors' report on the financial statements

For the year ended March 31, 2026

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.

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, 2026.

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, 2026 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, 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.

Emphasis of matter

Without qualifying our opinion, we draw your attention to the impacts related to the change in accounting policies following the first application of the ANC Regulation n° 2022-06.

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	Our response
At March 31, 2026, non-current financial assets represented a net amount of M€ 445 in the company's balance sheet. As described in note 4.2 "Financial fixed assets" in the notes to the annual financial statements, equity securities are accounted for at their acquisition cost. At the end of the financial year, a review of the value of the securities is carried out by comparing their net carrying value with their value in use. The value in use is estimated according to several criteria such as the share of net assets, the profitability outlook based on the latest business plans and the fair value of the underlying assets. We identified the valuation of financial assets as a key focus of the audit because of the materiality of your company's balance sheet and management's judgment in determining value in use.	We have assessed the method used for the valuation of financial assets and the figures on which it is based. For valuations based primarily on net asset value, our work consisted in comparing the net assets used with the accounts of the entities concerned, which have been audited or analyzed, and assessing whether the adjustments, if any, are based on supporting evidence. For evaluations based on forecasts, our work consisted mainly in assessing: • the consistency of the relevant entities' cash flow and operating flow forecasts with the forecasts presented by management as part of the budgeting process; • the assumptions used at the closing date and when the financial statements are prepared, in particular to determine the discount rates for future flows.

Revenue recognition

Risk identified	Our response
As at 31 March 2026, the company recognized a net revenue amounting to M€ 528. As described in note 5.1 "Revenue recognition " in the notes to the financial statements, the company mainly records its revenue from product sales (sales of silicon wafers) supplemented by licensing revenues. The revenue is generated by a large volume of transactions and specific sales contracts. It is also a key financial indicator. As a result, we considered the revenue recognition as a key point of the audit.	We reviewed the company's revenue recognition process and assessed the design and operating effectiveness of the controls deemed key. We also performed procedures on informatics processes by assessing the design and operating effectiveness of informatics general controls and automated controls and processes that were deemed to be key, related to data and reporting used in the performance of certain controls. Our audit procedures included: • reconciling sales transactions with corresponding customer payments during the year. • testing the accounting treatment applied to cut-off, with regard to sales transactions that took place close to the end of the financial year, and obtain evidence of the transfer of control; • conducting confirmation procedures with customers on a sample of receivables. We have assessed the adequacy of the accounting rules for the revenue recognition adopted by your company, as presented in note 5.1, with the French accounting rules and principles. For a sample of transactions, in particular relating to new sales contracts or amendments to existing contracts, we assessed the application of these rules in order to assess management's analysis of the specific terms and conditions of the contract or amendment.

Tax audit

Risk identified	Our response
As indicated in note 4.8 "Provisions and other liabilities" in the notes to the annual accounts, your company has been subject to a tax audit in France for the financial years 2020 to 2022, following which a proposal for rectification was received in December 2024. The above-mentioned note also explains that a provision is recognized when your company has a current contractual or constructive obligation, resulting from a past event, the amount of which can be reliably estimated, and the settlement of which should result in an outflow of resources representing economic benefits for the company. We considered the tax audit to be a key audit matter due to the materiality of the tax administration's proposed adjustment, the potential impact on the annual financial statements, and the degree of judgment of the company's management in estimating the risk.	We have assessed the positions taken by the company's management. To this end, we have, with the assistance of our tax experts: • consulted the documentation made available to us concerning this tax audit, such as the company's correspondence with the tax authorities; • taken note of the correspondence made available to us between the Company and its lawyers and have exchanged with them.

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, L22-10-10 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 favor, 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 general), 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, 2026, our firms were in the tenth 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.

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, 28 May, 2026

The statutory Auditors
French original signed by

KPMG S.A.		**Ernst & Young Audit**	
Laurent Genin	Rémi Vinit-Dunand	Jacques Pierres	Benjamin Malherbe
Partner	*Partner*	*Partner*	*Partner*

7.2 Statutory auditors' report on the consolidated financial statements

Year ended 31 March 2026

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.

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 2026.

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 2026 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

Key Audit Matter	Our response
As of March 31, 2026, the Group recognized net revenue of €592 million. As described in Note 7.1 "Revenue" to the notes to the consolidated financial statements, the Group mainly recognizes revenue from product sales (sales of silicon wafers), supplemented by license income. The audit of the Group's revenue requires significant attention, as it is a key financial indicator, with a high volume of transactions and specific sales contracts. Accordingly, we considered revenue recognition to be a key audit matter.	We obtained an understanding of the Group's revenue recognition process and evaluated the design and tested the operating effectiveness of the controls considered key. In particular, we also performed procedures over IT processes by evaluating the design and operating effectiveness of the key general IT controls and the key automated controls and processes related to the data and reports used in the performance of certain controls. Our audit procedures notably consisted of: • reconciling sales transactions with the corresponding customer payments during the year, • testing cut-off procedures for sales transactions occurring close to the financial year-end date and obtaining evidence of the transfer of control, • performing customer confirmation procedures on a sample of receivables. We assessed the appropriateness of the Group's revenue recognition accounting policies, as presented in Note 7.1, with IFRS 15 "Revenue from Contracts with Customers". On a sample of transactions, in particular those relating to new sales contracts or amendments to existing contracts, we assessed the application of these policies in light of management's analysis of the specific terms and conditions of the contract or amendment.

Tax control

Key Audit Matter	Our response
As stated in Note 7.8 "Income taxes" to the notes to the consolidated financial statements, the Group was subject to a tax audit in France covering the 2020 to 2022 financial years. In addition, as mentioned in Note 8.14 "Provisions, other non-current liabilities and contingent liabilities" to the notes to the consolidated financial statements, provisions for risks are recognized when the Group has a present contractual or constructive obligation arising from a past event, the amount of which can be reliably estimated and the settlement of which is expected to result in an outflow of resources embodying economic benefits for the Group. Similarly, contingent liabilities correspond to potential obligations arising from past events whose existence will be confirmed only by the occurrence of uncertain future events not wholly within the Group's control, or to present obligations for which an outflow of resources is not probable. Contingent liabilities are not recognized but are disclosed in the notes where appropriate. We considered the tax audit to be a key audit matter because of the significance of the proposed reassessment made by the tax authorities, its potential impact on the consolidated financial statements, and the degree of judgment exercised by Group management in estimating the risk.	We assessed the positions adopted by Group management. For this purpose, with the assistance of our tax specialists, we: • consulted the documentation made available to us concerning this tax audit, such as the Group's correspondence with the tax authorities; • taken note of the correspondence made available to us between the Company and its lawyers and have exchanged with them.

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 2026, our firms were in the tenth 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, May 28, 2026

The Statutory Auditors
French original signed by

KPMG S.A.		**Ernst & Young Audit**	
Laurent Genin	Rémi Vinit-Dunand	Jacques Pierres	Benjamin Malherbe

7.3 Statutory Auditors' report on the share capital increase with a waiver of shareholders' preemptive subscription rights

Combined Ordinary and Extraordinary Annual General Meeting of July 29, 2026

Fifteenth resolution

This is a free translation into English of a report issued in French and it is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Combined Ordinary and Extraordinary Annual General Meeting of Soitec,

In our capacity as Statutory Auditors of Soitec and in accordance with the provisions of Articles 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 increase the share capital through the issue of ordinary shares with a waiver of shareholders' preemptive subscription rights, up to a maximum amount of €7,000,000, which is submitted for your approval.

On the basis of the Board of Directors' report, the shareholders are invited to delegate to the Board of Directors, for a 13-month period, the competence to carry out a share 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.

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 share capital increase, we have no matters to report as regards the methods used to set the issue price of the ordinary shares to be issued, as provided in the Board of Directors' report.

As the final terms and conditions of the share capital increase 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.

Paris-La Défense and Lyon, June 9, 2026

The Statutory Auditors
French original signed by

KPMG S.A.		**ERNST & YOUNG Audit**	
Laurent Genin	Rémi Vinit Dunand	Benjamin Malherbe	Jacques Pierres

7.4 Statutory Auditors' report on the issue of ordinary shares and/or securities reserved for members of a Company savings plan

Combined Ordinary and Extraordinary Annual General Meeting of July 29, 2026 – resolution no. 16

This is a free translation into English of a report issued in French and it is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Combined Ordinary and Extraordinary Annual General Meeting of July 29, 2026,

In our capacity as Statutory Auditors of Soitec and in accordance with 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 securities giving access to the Company's share capital, with waiver of preemptive subscription rights for existing shareholders, reserved for employees of the Company who are members of one or more Company savings plans 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, for a maximum amount of €715,000, which is submitted for your approval.

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 13-month period from the date of this Combined Ordinary and Extraordinary Annual General Meeting, 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 issue, 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, and to issue securities giving access to equity securities to be issued.

07

Paris-La Défense and Lyon, June 9, 2026

The Statutory Auditors
French original signed by

KPMG S.A.		**ERNST & YOUNG Audit**	
Laurent Genin *Partner*	Rémi Vinit Dunand *Partner*	Jacques Pierres *Partner*	Benjamin Malherbe *Partner*

7.5 Statutory Auditors' report on the share capital reduction

Combined Ordinary and Extraordinary Annual General Meeting of July 29, 2026 – resolution no. 17

This is a free translation into English of a report issued in French and it is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Combined Ordinary and Extraordinary Annual General Meeting of July 29, 2026,

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 bought back 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 Combined Ordinary and Extraordinary Annual General Meeting, full powers to cancel shares bought back by the Company pursuant to the authorization granted in accordance with the provisions of the aforementioned article, up to a maximum 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 9, 2026

The Statutory Auditors
French original signed by

KPMG S.A.		**ERNST & YOUNG Audit**	
Laurent Genin *Partner*	Rémi Vinit Dunand *Partner*	Jacques Pierres *Partner*	Benjamin Malherbe *Partner*

Request form for documents and information

Combined General Meeting - Wednesday, July 29, 2026

soitec

Joint-stock corporation (*société anonyme*) with a share capital of 71,544,030 euros

Registered office: Parc Technologique des Fontaines – Chemin des Franques – 38190 Bernin – France

FORM MUST BE RETURNED

No later than the 5th day (inclusive) preceding the General Meeting, *i.e.* by **Friday, July 24, 2026** at the latest to:

Soitec – General Secretary Parc Technologique des Fontaines – Chemin des Franques – 38190 Bernin – France[1]

shareholders-gm@soitec.com

I the undersigned: ☐ Mrs ☐ Mr

Surname: _____

First name(s): _____

Postal address: _____

Email address: _____

Holder of _____ shares ☐ registered shares ☐ bearer shares

Registered with[2] : _____

Request to receive the documents and information pursuant to Article R. 225-83 of the French Commercial Code, prior to the Combined General Meeting (Ordinary and Extraordinary) of July 29, 2026, provided that they have not been previously published on the Soitec website:

☐ by post to my above postal address ☐ by email to my above email address

NEW In accordance with the new provisions of Article R.225-88 of the French Commercial Code in force, the Company reserves the right to respond to a request to send documents and information by referring to its website (www.soitec.com), under Investors > Shareholders > Shareholders' general meetings.

On: _____ In: _____

Signature:

(1) In accordance with Article R. 225-88 of the French Commercial Code, from the date of convening of the General Meeting until the fifth day inclusive preceding 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. 225-81 and R. 225-83 of the said Code. In addition, registered shareholders may submit a single request to the Company for the documents and information pursuant to Articles R. 225-81 and R. 225-83 of the French Commercial Code to be sent to them at each subsequent General Meeting. Should the shareholder wish to use this option, this must be indicated on the present request. However, the Company will be exempted from sending these documents if they are available on its website (www.soitec.com), under Investors > Shareholders > Shareholders' general meetings.

(2) For shareholders with bearer shares, please specify the name of the bank, financial institution or brokerage firm holding the share account, and enclose a certificate of shareholding evidencing to the applicant's status as a shareholder at the date of the request.

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soitec

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