



In Bernin, on June 4, 2024

**COMPENSATION INFORMATION RELATED TO THE CHIEF EXECUTIVE OFFICER
AND THE CHAIRMAN OF THE BOARD OF DIRECTORS**

In accordance with the recommendations of the AFEP-MEDEF Code of Corporate Governance (the “**AFEP-MEDEF Code**”), Soitec hereby discloses the components of the compensation paid during or granted for fiscal year 2023-2024 to the Chief Executive Officer and the Chairman of the Board of Directors, as well as its compensation policy for fiscal year 2024-2025.

This information was approved by the Board of Directors on May 22, 2024, on the recommendation of the Compensation and Nominations Committee, and will be submitted for approval to the Annual General Meeting on July 23, 2024.

I. Compensation components paid during or granted for fiscal year 2023-2024 to the Chief Executive Officer and the Chairman of the Board of Directors

At its meeting on May 22, 2024, the Company's Board of Directors approved, on the recommendation of the Compensation and the Nominations Committee, the following information concerning the 2023-2024 compensation components for Pierre Barnabé in his capacity as Chief Executive Officer and Éric Meurice in his capacity as Chairman of the Board of Directors.

These compensation components are in line with the compensation policy approved by the Annual General Meeting of July 25, 2023, which provided that Pierre Barnabé's compensation in his capacity as Chief Executive Officer would comprise a fixed compensation, a short-term and a long-term variable compensation, a supplementary pension plan as well as certain commitments and benefits, and that Éric Meurice's compensation in his capacity as Chairman of the Board of Directors would comprise a fixed compensation.

In accordance with article L. 22-10-34, II, of the French Commercial Code, these compensation components will be submitted for approval to the Annual General Meeting of July 23, 2024, in the 11th resolution concerning Pierre Barnabé and in the 10th resolution concerning Eric Meurice.

a) Compensation components paid during or granted for fiscal year 2023-2024 to Pierre Barnabé, Chief Executive Officer

- Fixed compensation:

Pierre Barnabé's fixed compensation for fiscal year 2023-2024 amounted to 480,000 euros.

- Short-term variable compensation:

Based on the recommendation of the Compensation and Nominations Committee, the Board of Directors assessed the performance levels of the short-term variable compensation based on quantitative and qualitative criteria provided for in the compensation policy applicable to the Chief Executive Officer as approved at the July 25, 2023 Annual General Meeting, and set the short-term variable compensation of Pierre Barnabé at 51.04% of his fixed compensation, determined proportionately to his rate of achievement of the objectives set out in the tables below:

Type of objective	Description	Weighting	Maximum % in case of overperformance	% achieved
I. FINANCIAL OBJECTIVES	<p>Level of revenue (in US\$ thousands)</p> <p>Revenue for fiscal year 2023-2024 amounted to US\$1,072 million, i.e., 89% of the amount in the budget (below the minimum target of US\$1,100 million for the criterion)</p>	20%	30%	0%
	<p>Level of consolidated EBITDA (as a % of revenue in € at constant exchange rates)</p> <p>The level of consolidated EBITDA for fiscal year 2023-2024 amounted to 34%, i.e., 93% of the amount in the budget (below the minimum target of 34.6% for the criterion)</p>	20%	30%	0%
	<p>Level of operating cash (in € millions)</p> <p>Operating cash for fiscal year 2023-2024 amounted to €165 million, i.e., 52% of the amount in the budget (below the minimum target of €250 million for the criterion)</p>	20%	30%	0%
II. STRATEGIC OBJECTIVES	<p>Innovation¹</p> <ul style="list-style-type: none"> • New product innovation • Number of patents filed • Send prototypes to customers and launch incubators <p><u>Criteria:</u> 1 target met = 50%; 2 targets met = 100%; 3 targets met = 150%</p> <p><u>Result:</u> 125%</p> <p>New product innovation met, number of patents filed exceeded, send prototypes partially met.</p>	10%	15%	12.5%
	<p>Business development</p> <ul style="list-style-type: none"> • Implementation of the business plan confirming the income level for fiscal year 2025-2026 • Connect POI - at least three production-qualified customers • SmartSiC – formal agreement with a second major customer and achievement of a second key qualification milestone with the first client • Connect SOI – maintaining a stable market share <p><u>Criteria:</u> 2 targets met = 50%; 3 targets met = 100%; 4 targets met = 150%</p> <p><u>Result:</u> 100%</p> <p>Business plan not met but the three other objectives met</p>	10%	15%	10%
	<p>Leadership and organization</p> <ul style="list-style-type: none"> • Implement an executive organization to support growth • Implement a diversified internal and external succession plan for the Executive Committee • Ensure employee well-being in the workplace <p><u>Criteria:</u> 2 targets met = 100%; 3 targets met = 150%</p>	10%	15%	12.5%

¹ For confidentiality reasons, details of the achievement of targets set by the Board are not made public.



Result: 125%

Two first objectives met, and employee well-being partially met

ESG:	10%	15%	11.4%
<ul style="list-style-type: none"> Climate: Reduce Scope 1 and 2 carbon emissions in 2023: Min. threshold (50%): 22.729 tCO₂ eq /max. threshold (150%): 19.868 tCO₂ eq Water: Reduce water withdrawals per sq.cm.: min. threshold (50%): 0.97 l/sq.m / max. threshold (150%): 0.92 l/sq.m Diversity: Increase the proportion of women in senior management (JG ≥ 150): threshold to be reached (100%): 22%/max. threshold (150%): 23% 			

Result:

Climate: 21,621 tCO₂ eq. (89%)

Water: 0.94 l/sq.m (110 %)

Diversity: 22.83 % (142 %)

Subtotal		100%	150%	46.4%
Criterion for increase in variable portion	Improvement in the ESG rating assigned by MSCI <i>A in May 2024 vs. BBB in April 2023</i>	10% increase		x1.1
TOTAL				51.04%

The total gross amount of short-term variable compensation granted to Pierre Barnabé for fiscal year 2023-2024 therefore amounts to 244,992 euros.

Its payment is subject to the approval at the July 23, 2024 Annual General Meeting of the compensation paid during or granted for fiscal year 2023-2024 to Pierre Barnabé in its 11th resolution.

- Long-term variable compensation:

Pursuant to the authorization granted by the 27th resolution of the July 28, 2021 Annual General Meeting, the Board of Directors allocated to Pierre Barnabé, in his capacity as Chief Executive Officer, 8,637 ordinary performance shares of the Company under the Onyx 26 plan, representing a value of 1,235,351 euros at the grant date. At the date of publication of this document, these shares corresponded to 0.02% of the Company's capital and 9.95% of the total number of shares allocated.

This free performance share allocation is subject to a vesting period running from July 25, 2023 to August 1, 2026 (inclusive). These performance shares will vest to the Chief Executive Officer, subject to the fulfillment of the presence condition (except in the event of (i) gross negligence or misconduct, in which case the presence condition is deemed not to be fulfilled, and (ii) death or invalidity, where the presence condition is deemed to be fulfilled), assessed in thirds on three successive performance achievement dates, i.e., July 1, 2024, 2025 and 2026, and the achievement of the following performance conditions at the end of the vesting period:

- 30% of the shares will be subject to a performance condition based on consolidated revenue generated over the three years of the plan;

- 30% of the shares will be subject to a performance condition based on consolidated EBITDA margin generated over the three years of the plan;
- 20% of the shares will be subject to a performance condition based on the Total Shareholder Return (TSR) of the Company's ordinary shares compared to the Euro Stoxx 600 Technology index;
- 20% of the shares will be subject to an ESG performance condition based on (i) Reduction of the Company's long-term objectives for Scope 1 and 2 carbon emissions, (ii) water withdrawal in line with the reduction commitments published by the Group and (iii) an increase in the number of women in senior management positions.

Objectives	Performance conditions	% allocated shares
Financial¹	Consolidated revenue generated over the three years of the plan	30%
	Consolidated EBITDA margin generated over the three years of the plan	30%
TSR	Total Shareholder Return (TSR) of the Company's ordinary shares compared to the Euro Stoxx 600 Technology index	20%
ESG	<ul style="list-style-type: none"> – Reduction of the Company's long-term objectives for Scope 1 and 2 carbon emissions, – water withdrawal in line with the reduction commitments published by the Group – an increase in the number of women in senior management positions. 	20%

¹ These performance conditions were set by the Board of Directors based on the five-year business plan presented and approved in April 2023. They were adjusted by the Board in March 2024 to take into account the revised business plan approved by the Board of Directors.

The financial performance targets relate to results of fiscal years 2023-2024, 2024-2025 and 2025-2026 as follows:

- achievement of the consolidated revenue objective may result in a minimum value representing a 0% achievement rate, and a maximum value representing a 100% achievement rate, it being understood that the consolidated revenue objective for a 0% achievement value is equal to around 80% of the target consolidated revenue objective;
- achievement of the EBITDA objective, measured at actual exchange rates and expressed as a percentage of reported revenue in euros, may result in a minimum value corresponding to 0% achievement rate, and a maximum value representing 100% achievement rate;
- the Total Shareholder Return (TSR) objective will be met at a rate of 0% if the TSR of the Soitec share is strictly 10% below the performance of the Euro Stoxx 600 Technology index, the TSR objective will be met at a rate of 50% if the TSR of the Soitec share is strictly equal to the performance of the Euro Stoxx 600 Technology index, and the TSR objective will be met at a rate of 100% if the TSR of Soitec share is strictly equal to 10% or above of the performance of the Euro Stoxx 600 Technology index.

The rules governing the free allocation of performance shares do not provide for any lock-up period. However, when allocating the performance shares, the Board of Directors decided that the Chief Executive Officer will be required to hold a certain number of vested shares in registered form for the duration of his term of office. The value of these shares has been set at 10% of the Chief Executive Officer's annual fixed compensation as at the vesting date.



In accordance with section 26.3.3 of the AFEP-MEDEF Code, the Chief Executive Officer has formally undertaken not to hedge the risk associated with performance shares until the end of the lock-up period set by the Board of Directors.

- Supplementary pension plan:

Soitec set up an “Article 83” defined contribution pension plan (Article 83 of the French Tax Code), which was applicable to all the employees of Soitec’s Economic and Social Unit (ESU).

As from January 1, 2024, this defined contribution pension plan was collectively transferred to a mandatory retirement savings plan (*plan d’épargne retraite obligatoire* – PERO).

In the framework of the collective transfer to a PERO pension plan for all the employees of Soitec’s Economic and Social Unit (ESU), the Company’s Board of Directors, at its meeting on May 22, 2024, on the recommendation of the Compensation and Nominations Committee, authorized the application of this new plan to the Chief Executive Officer. The July 23, 2024 Annual General Meeting will therefore be asked to approve the retroactive application of this new plan for the Chief Executive Officer, under the 8th resolution.

As in the case with the “Article 83” pension plan, contributions to the new PERO pension plan are paid in full by the Company via contributions to compensation Tranches A, B (3.18%) and C (4.71%)².

These contributions are deductible from the corporate income tax base subject to the social levy (*forfait social*) of 16%, and excluded from the social security contribution base up to the higher of the following two values: 5% of the annual social security ceiling (*plafond annuel de la sécurité sociale* – PASS) or 5% of compensation taken into account up to a limit of five PASS.

Pierre Barnabé is a beneficiary of this plan in his capacity as Chief Executive Officer under the same conditions as the Company’s employees, with contributions based on his compensation up to Tranche C, and as of six months’ seniority. Pierre Barnabé’s entitlements under this new pension plan will not exceed his entitlements under the “Article 83” defined contribution pension plan.

The pension plan contributions for Pierre Barnabé recognized by the Company for fiscal year 2023-2024 amounted to 14,282.52 euros (3,658.47 euros under the PERO plan and 10,624.05 euros under the “Article 83” plan) plus expenses of 2,710.17 euros (585.36 euros under the PERO plan and 2,124.81 euros under the “Article 83” plan).

- Others

During the fiscal year 2023-2024, Pierre Barnabé benefited from a company car and accommodation, as well as loss of employment insurance for a total amount of 34,021.23 euros.

In accordance with the compensation policy for the Chief Executive Officer approved by the Annual General Meeting of July 25, 2023, in the event of the termination of his duties as Chief Executive Officer,

² For comparison, the cost of this plan was also borne 100% by the Company via contributions to compensation Tranches A, B and C (3.07%, 3.43% and 4.71% respectively).

Pierre Barnabé could be eligible for a termination benefit, as well as for an indemnity in lieu of notice and a non-compete indemnity.

b) Compensation components paid during or granted for fiscal year 2023-2024 to Eric Meurice, Chairman of the Board of Directors

- Fixed compensation

Éric Meurice's fixed compensation for the fiscal year 2023-2024 amounted to 230,000 euros.

It is reminded that the compensation policy for the Chairman of the Board of Directors does not include any variable or exceptional compensation, performance share allocations, termination benefits or a non-compete indemnity. He does not receive any compensation in his capacity as a director.

Travel costs incurred by the Chairman in connection with his duties are reimbursed by the Company on presentation of receipts.

II. Compensation policies for the Chief Executive Officer and the Chairman of the Board of Directors for the fiscal year 2024-2025

a) 2024-2025 compensation policy for the Chief Executive Officer

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

In 2024, the Compensation and Nominations Committee reviewed the Chief Executive Officer's compensation policy to ensure that it is competitive with market practices.

As part of this review, the Board of Directors examined the results of a benchmarking study of the compensation paid to the Chief Executive Officers of a panel of comparable companies³. This review positioned the fixed compensation received by Soitec's Chief Executive Officer in the first percentile for fixed compensation received by the Chief Executive Officers of European and French companies and the long-term variable compensation above the median long-term variable compensation received by the Chief Executive Officers of European and French companies.

Accordingly, the Board of Directors will propose to the next Annual General Meeting to be held on July 23, 2024, on the recommendation of the Compensation and Nominations Committee, the following adjustments to the Chief Executive Officer's compensation structure in order to ensure it is in line with market practices, without increasing the total compensation that he can receive:

- an increase in the Chief Executive Officer's fixed compensation, from 480,000 euros (the amount paid since the start of his term of office on July 26, 2022) to 530,000 euros, which would position the Chief Executive Officer's fixed compensation at the median;

3 Companies in the panels for the benchmarking studies performed in 2024:

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

French companies (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.



- a reduction in the value of his long-term variable compensation by 50% of his fixed compensation, decreasing it to 250% of his fixed compensation rather than the 300% initially planned.

Acting on the recommendation of the Compensation and Nominations Committee, the Board of Directors also decided to add EBIT to the financial criteria used for determining his long-term variable compensation as well as a governance criterion.

These proposals will take effect retroactively from April 1, 2024, subject to the approval of the 14th resolution at the July 23, 2024 Annual General Meeting of the Chief Executive Officer's compensation policy.

- Fixed compensation:

The amount of fixed compensation is set by the Board of Directors based on the recommendation of the Compensation and Nominations 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.

As stated above, following a benchmarking study performed in 2024 on compensation paid to Chief Executive Officers using a panel of comparable companies, the Board noted that the fixed compensation of Soitec's Chief Executive Officer was in the first percentile for fixed compensation received by Chief Executive Officers of European and French companies and his long-term variable compensation was above the median long-term variable compensation received by Chief Executive Officers of European and French companies.

To adjust the compensation of the Chief Executive Officer, it is therefore proposed to increase his fixed compensation from 480,000 euros (the amount paid since the start of his term of office on July 26, 2022) to 530,000 euros, which would position the Chief Executive Officer's fixed compensation at the median. This increase in fixed compensation will be offset by the following proposal to reduce the value of his long-term variable compensation by 50% of fixed compensation.

- Short term variable compensation

Regarding short-term variable compensation, on the recommendation of the Compensation and Nominations Committee, the Board of Directors decided to maintain the structure and main weightings of the Chief Executive Officer's compensation policy approved by the July 25, 2023 Annual General Meeting, under the 10th resolution.

Chief Executive Officer's short term variable compensation is subject to the following performance criteria and may represent between 0% and 165% of his fixed annual compensation:

Objectives	Weighting	Overperformance
I. FINANCIAL OBJECTIVES	60%	90%
a. Revenue (in USD)	a. 20%	a. 30%
b. EBITDA (<i>in %</i>)	b. 20%	b. 30%
c. Operating cash flow (in Euros)	c. 20%	c. 30%
II. STRATEGIC OBJECTIVES	40%	60%
a. Innovation (innovation pipeline, patents)	a. 10%	a. 15%
b. Commercial challenges for each Division	b. 10%	b. 15%
c. Human Resources (workplace well-being, Executive Committee succession plan, talent development)	c. 10%	c. 15%
d. ESG (diversity, climate change, water)	d. 10%	d. 15%
Criterion for increase in the variable portion (external ESG rating)	+10% of the total amount	N/A

In line with the previous fiscal year:

- if the target values of the performance objectives set by the Board of Directors are achieved, the variable portion will correspond to 100% of fixed compensation;
- the achievement of the budget objectives represents 100% of the target amounts of the financial criteria;
- the strategic criteria cover the Company’s main strategic issues, adapting the criteria to the roadmap for fiscal year 2024-2025 in the areas of (i) innovation, (ii) commercial challenges, (iii) human resources and (iv) ESG;
- any overperformance of the target values of the financial objectives would be taken into account subject to a cap representing 150% of his fixed compensation;
- an improvement in the ESG rating assigned by MSCI results in a 10% increase to the score obtained for financial and strategic objectives.

In accordance with section 16.3.2 of the AFEP-MEDEF Code, the Board of Directors, on the recommendation of the Compensation and Nominations Committee, has defined precise, pre-determined criteria as well as the basis on which the qualitative criteria will be assessed. These have not been disclosed in this Universal Registration Document 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 2024-2025, and will also be detailed in the 2024-2025 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 2024-2025 will be subject to approval at the 2025 Annual General Meeting. Short-term variable compensation granted for fiscal year 2024-2025 will not be paid until it has been approved by the shareholders.

The compensation policy does not provide for the possibility for the Company to require variable compensation to be repaid.



- Long-term variable compensation:

The Chief Executive Officer's long-term variable compensation corresponds to free performance share allocations.

The vesting of the performance shares to be allocated to the Chief Executive Officer (as well as to all Group employees, including the members of the Executive Committee and the main executives) 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:

- financial criteria: EBITDA, EBIT (a new criterion introduced in 2024), revenue and the Total Shareholder Return (or TSR) of the Company's ordinary shares compared to the Euro Stoxx 600 Technology index (it being specified that the TSR performance objective will only be met if the TSR is equal to or higher than the Euro Stoxx 600 Technology index) ;
- ESG criteria: diversity and inclusion, the climate change and water stress roadmap, and employee training in the code of conduct and cybersecurity.

On the recommendation of the Compensation and Nominations 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.

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 vesting year. In the event of retirement with a full benefit, the Chief Executive Officer's performance shares will vest on a pro rata basis (where appropriate, the Board of Directors may waive this condition on the basis of a reasoned decision). In the event of dismissal for gross misconduct, the Chief Executive Officer would lose all of the allocated shares. Any notice periods may not be taken into account for the purpose of assessing the applicable presence conditions.

No lock-up period will apply at the end of the vesting period. However, the Chief Executive Officer is required to hold a certain number of vested shares in registered form under the plan, for the duration of his term of office. The value of these shares has been set by the Board of Directors at 10% of the Chief Executive Officer's annual fixed compensation at the vesting date.

In accordance with section 26.3.3 of the AFEP-MEDEF Code, the Chief Executive Officer must give a formal undertaking not to hedge the risk associated with performance shares until the end of the lock-up period 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 black-out periods preceding the publication of financial statements. In general, the Chief Executive Officer must ensure full compliance with market abuse regulations.

As stated above, following a benchmarking study performed in 2024 on compensation paid to Chief Executive Officers using a panel of comparable companies, the Board noted that the fixed compensation of Soitec's Chief Executive Officer was below the median fixed compensation received by Chief Executive Officers of European and French companies and his long-term variable compensation was above the

median long-term variable compensation received by Chief Executive Officers of European and French companies. In order to adjust his compensation, it has been proposed to reduce the value of his long-term variable compensation by 50% of his fixed compensation, decreasing it to 250% of his fixed compensation rather than the 300% initially planned. This proposal will take effect retroactively from April 1, 2024, subject to the approval of the Chief Executive Officer's compensation policy at the July 23, 2024 Annual General Meeting. This reduction of the long-term variable compensation will be offset by the increase in the Chief Executive Officer's fixed compensation, as proposed above.

- Supplementary pension plan:

Soitec set up an "Article 83" defined contribution pension plan (Article 83 of the French Tax Code [Code général des impôts]), which is applicable to all the employees of Soitec's Economic and Social Unit (ESU).

As from January 1, 2024, this defined contribution pension plan was collectively transferred to a mandatory retirement savings plan (plan d'épargne retraite obligatoire – PERO).

In the framework of the collective transfer to a PERO pension plan for all the employees of Soitec's Economic and Social Unit (ESU), the Company's Board of Directors, at its meeting on May 22, 2024, on the recommendation of the Compensation and Nominations Committee, authorized the application of this new plan to the Chief Executive Officer. The July 23, 2024 Annual General Meeting will therefore be asked to approve the retroactive application of this new plan for the Chief Executive Officer, under the 8th resolution.

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.

The rights vest even in the event of resignation or revocation. 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.

As in the case of the "Article 83" pension plan, contributions to the new PERO pension plan are paid in full by the Company via contributions to compensation Tranches A, B (3.18%) and C (4.71%).

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.

Pierre Barnabé is a beneficiary of this plan in his capacity as Chief Executive Officer under the same conditions as the Company's employees, with contributions based on his compensation up to Tranche C, and as of six months' seniority. Pierre Barnabé's entitlements under this new pension plan will not exceed his entitlements under the "Article 83" defined contribution pension plan.

He is not a member of any defined benefit supplementary benefit pension plan.



- Others:

Pierre Barnabé will continue to benefit from the use of a company car, a company accommodation, as well as the contributions paid for the private unemployment insurance.

In line with the previous year, Pierre Barnabé's compensation policy for fiscal year 2024-2025 includes the following commitments by the Company: an indemnity in lieu of notice, a termination benefit and/or a non-compete indemnity.

- Application of the compensation policy in the event of the appointment of a new 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 and Nominations Committee, the Board of Directors would then set the various components of the new Chief Executive Officer's compensation, depending on his individual situation and in line with the Company's existing practices. Such compensation components may not exceed the amounts provided for in said compensation policy.

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

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

b) 2024-2025 compensation policy applicable to the Chairman of the Board of Directors

The compensation policy for the Chairman of the Board of Directors 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 and Nominations Committee, the Board of Directors also decided that the Chairman of the Board of Directors would not receive any compensation in his capacity as a director.

This compensation policy will be submitted to the approval of the Annual General Meeting to be held on July 23, 2024 in its 7th resolution.

- Fixed compensation:

The compensation of Chairman of the Board of Directors is notably determined on the following components:

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

In view of the expiration of Éric Meurice's term of office as director and Chairman of the Board of Directors at the close of the Annual General Meeting of July 23, 2024, the Compensation and Nominations Committee launched a study in January 2024 to ensure that the fixed compensation of the Chairman of the Board of Directors was competitive in relation to a benchmarking panel made up exclusively of comparable companies⁴. This study showed that the compensation of the Chairman of Soitec's Board of Directors, which was unchanged since fiscal year 2019-2020, was below the median fixed compensation received by the Chairmen of the Boards of French companies.

Accordingly, acting on the recommendation of the Compensation and Nominations Committee, the Board of Directors is submitting an increase in the fixed compensation of the Chairman of the Board of Directors for approval by the Annual General Meeting to be held on July 23, 2024, which would increase it to 280,000 euros (gross) from 230,000 euros (gross), the amount prevailing since fiscal year 2019-2020, which would position the Chairman of the Board of Directors' compensation at the median, align the Chairman's compensation with the duties entrusted to him, and make the role of Chairman of Soitec's Board of Directors more attractive in a year of transition.

This increase in fixed compensation would become effective after the transition period, i.e., from the appointment of the new Chairman of the Board of Directors. Therefore, it will not apply to Christophe Gégout, who will replace Éric Meurice as Chairman of the Board of Directors for a transitional period from the close of the Annual General Meeting of July 23, 2024. Christophe Gégout will therefore receive fixed annual compensation of 230,000 euros (gross), paid on a pro rata basis according to the actual length of his term of office as Chairman of the Board of Directors.

- Others:

The Chairman 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.

The Chairman 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 Chairman and the Company or any of its subsidiaries that provides for entitlement to benefits.

4 Companies in the panels for the benchmarking studies performed in 2024:

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

French companies (CAC Mid 60 adjusted): Alten, Beneteau, BIC, CCG, 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.



However, on March 27, 2024, following Éric Meurice's decision not to be reappointed as a director and Chairman of Soitec's Board of Directors, the Company proposed that he take up the position of strategic advisor to the Company's Chief Executive Officer for a period of one year, in order to share with the latter his extensive expertise in the sectors in which Soitec operates, as well as his impressive knowledge of key players and Soitec's partners. To this end, on March 27, 2024, the Board of Directors authorized the signature of a service agreement between the Company and Éric Meurice (the main features of which are available on the Company's website), which will come into effect on September 1, 2024. This agreement will be mentioned in the Statutory Auditors' special report on related-party agreements, which will be submitted for approval to the July 23, 2024 Annual General Meeting.

For further information on the compensation of the Chief Executive Officer and the Chairman of the Board of Directors, please refer to the 2023-2024 Universal Registration Document available on the Company's website www.soitec.com under Investors section – Financial Reports.