



IMPLEMENTATION OF AN EMPLOYEE SHAREHOLDING PLAN

Bernin, France on November 29, 2019 – Soitec (Euronext Paris), a world leader in designing and manufacturing innovative semiconductor materials, today announces the implementation of an employee shareholding plan.

This transaction reserved to the employees will result in a share capital increase of Soitec company of a maximum 280,000 shares. The issuance of new shares is scheduled for February 28, 2020.

The main terms and conditions of this employee shareholding plan are described hereinafter.

ISSUER

Soitec (hereinafter the “**Company**”)

Registered Office: Parc Technologique des Fontaines, Chemin des Franques – 38190 Bernin

Share Capital: € 65,234,492.80

RCS Grenoble 384 711 909

Compartiment A – Euronext Paris (France)

Common share ISIN: FR0013227113

PURPOSE OF THE TRANSACTION

This shareholding plan, which is in line with the policy of developing the employee shareholding within the Group will cover France and Singapore. Through this plan, Soitec wishes to associate closely its employees with the Group’s development.

This transaction, called “Jade 2020”, will consist in a unique offer including a leverage effect and an investment guarantee.

FRAMEWORK OF THE TRANSACTION – OFFERED SECURITIES

The Soitec’s shareholders, at the July 26, 2019 Combined Shareholders Meeting, authorized the Board of Directors to increase the share capital of the Company in one or more occasions to a maximal nominal amount of € 560,000 through the issuance of new shares reserved for employees of the Company and the French and foreign companies linked pursuant to Articles L.225-180 of the Commercial Code and L.3344-1 of the French Labor Code, and who are members of a company Savings Plan of the Group.

In accordance with this delegation, the Board of Directors decided, on July 26, 2019, on an issuance of ordinary shares to the employees members of a company Savings Plan to a subscription price which will be determined in accordance with the provisions of Article L.3332-19 of the French Labor Code, which can be subject to a discount. The Board granted to the Chief Executive Officer the powers required to implement this transaction.

The CEO, acting on delegation of the Board of Directors, will determine the final terms and conditions of the transaction by a decision expected to occur on January 23, 2020; at this date, notably, he will set the subscription price of the newly-issued shares, which will be equal to the Reference Price less a 30 % discount.

The Reference Price will be acknowledged by the CEO on January 23, 2020; in accordance with the provisions of Articles L.3332-19 of the French Labor Code, it will be equal to an average of the listed price of the Soitec's share on the regulated market of Euronext Paris during 20 days preceding this date.

The maximum number of Soitec new shares that can be issued within the framework of this offer is 280,000 shares (corresponding to a share capital increase of a maximum nominal amount of €560,000).

CONDITIONS OF THE SUBSCRIPTION

- *Beneficiaries of the share offering* : the beneficiaries of the offering are
 - In France and Singapore, the employees, and eligible corporate officers, of the companies in the offering perimeter holding an employment contract or a corporate officer position justifying a three-months seniority on the last day of the withdrawal period (i.e., January 28, 2020), and
 - In France, the early retirees and retirees of Soitec SA who have maintained assets within the company Savings Plan France since leaving the Group.
- *Terms and conditions of subscription*: The shares will be subscribed through an employee shareholding fund (*Fonds Commun de Placement d'Entreprise – FCPE*).
- *Subscription formula*: the employees will be able to subscribe Soitec's shares through the FCPE within the scope of a unique subscription formula including a secured and leveraged subscription allowing employees to benefit from a guarantee for their initial investment.
- *Subscription Threshold*: The beneficiaries' investments made in the offering (taking into consideration the bank financial contribution under the leveraged formula) shall not exceed in accordance with Article L.3332-10 of the French Labor Code, one-fourth of their estimated gross annual compensation.
- *Lock-up period applicable to the corresponding FCPE units*: the subscribers of the offering shall hold the shares and the corresponding FCPE units during the time period of five years, i.e. until February 28, 2025, except in the case of an early release event.
- *Exercise of the voting rights attached to the shares*: the voting rights attached to shares held within the FCPE will be exercised by the Supervisory Board of the FCPE.

SCHEDULE

- Reservation period: from December 2 (inclusive) to December 18, 2020 (inclusive)
- Determination and communication of the subscription price: January 23, 2020
- Revocation period: from January 24 (inclusive) to January 28, 2020 (inclusive)
- Issuance of the new shares: scheduled for February 28, 2020

HEDGING TRANSACTIONS

With respect to the implementation of the guaranteed leveraged formula, the financial institution structuring the offering (Crédit Agricole Corporate and Investment Bank) is likely to enter into hedging transactions, particularly as from the date on which the reservation period will start, i.e. on December 2, 2019, and during the entire time period of the transaction.

LISTING

The listing of the newly-issued shares to be traded on the regulated market of Euronext Paris (ISIN: FR0013227113), such as the listing of existing shares will be requested as soon as possible following the completion of the capital increase scheduled to occur on February 28, 2020.

SPECIFIC NOTIFICATION REGARDING INTERNATIONAL OFFERING

This press release does not constitute an offer to sell or a solicitation to subscribe to Soitec's shares. The offering of Soitec's shares reserved for employees will be conducted only in the countries where such an offering has been registered with competent local authorities and/or following the approval of a prospectus by the competent local authorities or in consideration of an exemption of the requirement to prepare a prospectus or register the offering.

EMPLOYEE CONTACT

The beneficiaries may address all questions regarding this offering to their Human Resources contact person and/or to any other person specified in the documentation delivered to employees.

About Soitec

Soitec (Euronext, Paris) is a world leader in designing and manufacturing innovative semiconductor materials. The company uses its unique technologies to serve the electronics markets. With more than 3,500 patents, Soitec's strategy is based on disruptive innovation to meet its customers' needs for products delivering high performance, energy efficiency and cost competitiveness. Soitec has manufacturing facilities, R&D centers and sales offices in Europe, the U.S. and Asia.

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For more information, please visit our website at www.soitec.com or follow us on Twitter at [@Soitec_FR](https://twitter.com/Soitec_FR).

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Soitec is a French joint-stock corporation with a Board of Directors (Société Anonyme à Conseil d'administration) with a share capital of € 65,234,492.80, having its registered office located at Parc Technologique des Fontaines - Chemin des Franques - 38190 Bernin (France), and registered with the Grenoble Trade and Companies Register under number 384 711 909.

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