Soitec announces the success of its offering of bonds settled in cash and/or convertible into new shares and/or exchangeable for existing shares ("ORNANEs") due September 2033 for a nominal amount of €500 million

Bernin (Grenoble), France, on September 18, 2026 – **Soitec** (the "**Company**"), a world leader in the design and manufacturing of innovative semiconductor materials, announces today the success of its offering of bonds settled in cash and/or convertible into new shares and/or exchangeable for existing shares of the Company ("**ORNANEs**") due September 2033 (the "**Bonds**"), by way of a placement to qualified investors (within the meaning of the Prospectus Regulation (as defined below)) only in accordance with Article L. 411-2, 1° of the French *Code monétaire et financier*, for a nominal amount of €500 million (the "**Offering**").

Soitec will use the net proceeds from the Offering for general corporate purposes, which may include refinancing of existing indebtedness and investments to support the organic growth of the Company.

Albin Jacquemont, CFO of Soitec commented:

"The successful placement of our €500 million ORNANEs underscores the strong investor confidence in Soitec's technological leadership and strategic positioning in enabling the next-generation AI infrastructure via our Photonics-SOI technologies. This issuance provides us with further financial flexibility, including to support our organic growth and refinancing. In light of the accelerating demand for our Photonics-SOI solutions, this placement is well-aligned with our ability to scale and meet increasing market demand. The placement was conducted under very favorable conditions for Soitec and its investors."

Main terms of the Bonds

The Bonds will be issued with a denomination of €100,000 each (the "**Principal Amount**") and will bear a coupon at a fixed rate of 0.5% *per annum* from the Issue Date (as defined below), payable annually in arrear on September 25 of each year (or if such date is not a business day, the following business day), and for the first time on September 25, 2027.

The conversion/exchange price has been set at €206.46, which represents a conversion/exchange premium of 55% above the reference share price of €133.20, being the placing price of a share in the Concurrent Accelerated Bookbuilding (as defined below).

The Bonds will be issued at 100% of their Principal Amount on September 25, 2026, the expected settlement and delivery date of the Bonds (the "**Issue Date**"). The settlement of the Concurrent Accelerated Bookbuilding (as defined below) is expected to take place on September 22, 2026.

Unless previously converted, exchanged, redeemed or purchased and cancelled in accordance with the terms and conditions of the Bonds, the Bonds will be redeemed at par on September 25, 2033 (the "**Maturity Date**") (or on the following business day if this date is not a business day).

Bondholders will be entitled to require an early redemption of their Bonds on the 5th anniversary of the Issue Date of the Bonds, at their Principal Amount plus accrued interest.

Bondholders will be granted a conversion/exchange right of the Bonds into new and/or existing shares (the "**Conversion/Exchange Right**") which they may exercise (a) from and including the Issue Date (i.e. September 25, 2026) until and including March 25, 2033 only under certain conditions described in the terms and conditions of the Bonds (including, in the event that the Company exercises its right to early redeem the Bonds, in the event of default, in the event of delisting, in the event of a public offer resulting in, or likely to result in, a change of control, or in the event of a parity event), and (b) at any time from and including March 26, 2033 until and including the 30th business day preceding the Maturity Date, or the relevant early redemption date, as the case may be. The initial conversion/exchange ratio has been set at 484.3553, corresponding to the nominal amount of a Bond divided by the initial conversion/exchange price (i.e., the reference share price increased by the conversion/exchange premium).

The ORNANE structure would allow to limit dilution for existing shareholders upon conversion, at the Company's option. Upon exercise of their Conversion/Exchange Right, Bondholders will receive, at the option of the Company exclusively, an amount payable in cash or an amount payable in cash and in new and/or existing shares of Soitec. The Company will retain the option to deliver new and/or existing shares only. The cash amount that the Company may decide to pay will be calculated based on the average of volume-weighted average prices of the share over a 20-trading-day period beginning 2 trading days following the Company's decision to deliver a cash amount to Bondholders, under the conditions described in the terms and conditions of the Bonds.

Shares delivered upon exercise of the Conversion/Exchange Right (if any) will be fully fungible with existing shares of the Company and will carry all rights attached to such shares as from the date of delivery of such shares.

The Bonds may be redeemed prior to the Maturity Date at the discretion of the Company, under certain conditions. In particular, the Bonds may be fully redeemed early at par plus accrued interest at Soitec's option as from October 16, 2030 until the Maturity Date, if the arithmetic mean of daily products of the VWAP of Soitec's share price on Euronext Paris and the prevailing conversion/exchange ratio, over a 20-consecutive trading day period chosen by the Company among 40 consecutive trading days preceding the publication of the early redemption notice, exceeds 130% of the Principal Amount of the Bonds. Bondholders will retain the ability to exercise their Conversion/Exchange Right under the conditions set out above.

Upon a Change of Control of the Company or a Delisting of the shares of the Company (as these terms are defined in the terms and conditions of the Bonds), all Bondholders will have an option to request the redemption of the Bonds before the Maturity Date at their Principal Amount plus accrued interest, as set out in the terms and conditions of the Bonds. Bondholders will retain the ability to exercise their Conversion/Exchange Right under the conditions set out above.

Application will be made for the Bonds to be admitted to trading on Euronext Access™ within 30 calendar days following the Issue Date.

Concurrently with the Offering, and in order to facilitate hedging for certain subscribers of the Bonds, certain members of the bank syndicate acting as joint bookrunners of the Offering organized a simultaneous placement of existing shares in Soitec in short sales on behalf of those subscribers, at a placement price of €133.20, that has been determined via an accelerated bookbuilding process (the "**Concurrent Accelerated Bookbuilding**"). Soitec will not receive any proceeds from any sale of shares pursuant to the Concurrent Accelerated Bookbuilding.

Lock-up

In the context of the Offering, the Company has agreed to a lock-up undertaking for a period starting from today and ending 90 calendar days after the Issue Date, subject to certain customary exceptions.

Legal framework of the Offering

The Offering has been conducted by way of a placement to qualified investors only (within the meaning of article 2(e) of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**")), in accordance with Article L. 411-2, 1° of the French monetary and financial code (*Code monétaire et financier*), as per the authorization granted by the Company's extraordinary general meeting held on July 22, 2025 (19^{th} resolution), in France and outside France (excluding in particular the United States of America, Japan, Canada, South Africa or Australia), without an offer to the public (other than to qualified investors) in any country (including France).

Existing shareholders of the Company shall have no preferential subscription rights, and there will be no priority subscription period, in connection with the issuance of the Bonds or the underlying shares of the Company issued upon conversion.

Any offer or sale of shares in the Concurrent Accelerated Bookbuilding has been made (A) in accordance with the provisions of Article L.411-2, 1° of the French monetary and financial code (*Code monétaire et financier*) and (B) (i) outside the United States in offshore transactions in reliance on Rule 903 of Regulation S under the US Securities Act of 1933 (the "**Securities Act**") or (ii) inside the United States to qualified institutional buyers (as defined in Rule 144A under the Securities Act) pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Dilution

For illustrative purposes, as a result of the Offering and its final conditions, the potential dilution from the Offering would represent up to 6.3% of the outstanding share capital[1], should the Company decide to exclusively deliver new shares upon exercise of the Conversion/Exchange Right.

For illustrative purposes, the below table sets out the potential dilution should Soitec deliver, upon exercise by all Bondholders of their Conversion/Exchange Right, (i) an amount in cash equal to the Principal Amount of the Bonds and (ii) the difference between the Conversion/Exchange Value (as defined in the terms and conditions of the Bonds) and the Principal Amount of the Bonds in shares:

	206.46 equal to 100% of the initial Conversion/Exchange price of the Bonds	237.43 equal to 115% of the initial Conversion/Exchange price of the Bonds	268.40 equal to 130% of the initial Conversion/Exchange price of the Bonds
Dilution[1]	0.0%[1] / 0 new share	0.9%[1] / 315,883 new shares	1.5%[1] / 558,871 new shares

The above table has been prepared on the basis of the following assumptions:

- a conversion/exchange premium of 55%;
- a reference share price of €133.20, being the placing price of a share in the Concurrent Accelerated Bookbuilding;
- a delivery of new shares only;
- no adjustment of the conversion/exchange ratio.

[1] Based on 35,814,320 shares in Soitec's share capital

Available information

The Offering of the Bonds is not subject to a prospectus approved by the French Financial Market Authority (*Autorité des Marchés Financiers*) (the "**AMF**"). Detailed information on Soitec, including its business, results, prospects, liquidity position and related risk factors are described in the Company's universal registration document (*Document d'enregistrement universel*) filed with the AMF on June 10, 2026 for the financial year ended March 31, 2026, under number D.26-0417, and the Q1 revenue press release for the first quarter ended June 30, 2026 published on July 22, 2026 which are available together with all the press releases and other regulated information about the Company, on Soitec website (www.soitec.com).

Important information

This press release does not constitute or form part of any offer or solicitation to purchase or subscribe for or to sell securities to any person in the United States of America, Australia, Canada, South Africa or Japan or in any jurisdiction to whom or in which such offer is unlawful, and the Offering of the Bonds is not an offer to the public in any jurisdiction, including France, other than to qualified investors within the meaning of the Prospectus Regulation, or an offer to retail investors as such term is defined below.

About Soitec

Soitec (Euronext - Tech Leaders - SBF 120), a world leader in innovative semiconductor materials, has been developing cutting-edge products delivering both technological performance and energy efficiency for over 30 years. From its global headquarters in France, Soitec is expanding internationally with its unique solutions, and generated sales of around 600 million euros in fiscal year 2025-2026. Soitec occupies a key position in the semiconductor value chain, serving three main strategic markets: Mobile Communications, Automotive and Industrial, and Edge and Cloud AI. The company relies on the talent and diversity of nearly 2000 employees, representing 50 different nationalities, working at its sites in Europe, the United States and Asia. Nearly 4,800 patents have been registered by Soitec.

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No communication or information relating to the offering of the Bonds or the Concurrent Accelerated Bookbuilding may be distributed to the public in a country where a registration or approval is required. No action has been or will be taken in any country in which such registration or approval would be required. The issuance by the Company or the subscription of the Bonds and the Concurrent Accelerated Bookbuilding may be subject to legal and regulatory restrictions in certain jurisdictions; neither the Company, nor the joint bookrunners assume any liability in connection with the breach by any person of such restrictions.

*This press release is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**") and of the Public Offers and Admissions to Trading Regulations 2024 (the "**POATRs**"). This press release is not an offer to the public other than to qualified investors, or an offer to subscribe or designed to solicit interest for purposes of an offer to the public other than to qualified investors in any jurisdiction, including France.*

The Bonds have been offered only by way of an offering in France and outside France (excluding the United States of America, Australia, Canada, South Africa, Japan and any other jurisdiction where a registration process or an approval would be required by applicable laws and regulations), solely to qualified investors as defined in article 2(e) of the Prospectus Regulation and in accordance with Article L. 411-2 1° of the French Monetary and Financial Code (Code monétaire et financier) and paragraph 15 of Schedule 1 to the POATRs. There has not been and will be no public offering in any country (including France) in connection with the Bonds, other than to qualified investors. This press release does not constitute a recommendation concerning the issue of the Bonds. The value of the Bonds and the shares of the Company can decrease as well as increase. Potential investors should consult a professional adviser as to the suitability of the Bonds for the person concerned.

<u>PRIIPs Regulation / Prohibition of sales to European Economic Area retail investors</u>

*The Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to, and no action has been undertaken or will be undertaken to offer, sell or otherwise make available any Bonds to any retail investor in the European Economic Area (the "**EEA**").*

*For the purposes of this provision, a "**retail investor**" means a person who is one (or more) of the following: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended ("**MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II or (iii) not a qualified investor within the meaning of the Prospectus Regulation. The expression "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Bonds to be offered so as to enable an investor to decide to purchase or subscribe the Bonds. Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended (the "**PRIIPs Regulation**") for offering or selling the Bonds or otherwise making them available to retail investors in the EEA has been or will be prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.*

CCI Regulation / Prohibition of sales to UK retail Investors

*The Bonds are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to, and no action has been undertaken or will be undertaken to offer, sell or otherwise make available any Bonds to any retail investor in the United Kingdom ("**UK**").*

*For the purposes of this provision, a "**retail investor**" means a person who is either one (or both) of the following: (i) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018; or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the POATRs. Consequently, no disclosure document required by the FCA Product Disclosure Sourcebook ("**DISC**") for offering, selling or distributing the Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Bonds or otherwise making them available to any retail investor in the UK may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.*

*MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Bonds has led to the conclusion that: (i) the target market for the Bonds is eligible counterparties and professional clients, each as defined in MiFID II; and (ii) all channels for distribution of the Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.*

*UK MIFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Bonds has led to the conclusion that: (i) the target market for the Bonds is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014, as amended, as it forms part of UK domestic law by virtue of the EUWA ("**UK MiFIR**"); and (ii) all channels for distribution of the Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.*

France

The Bonds have not been and will not be offered or sold or caused to be offered or sold, directly or indirectly, to the public in France other than to qualified investors. Any offer or sale of the Bonds and distribution of any offering material relating to the Bonds have been and will be made in France only to qualified investors (investisseurs qualifiés), as defined in article 2(e) of the Prospectus Regulation, and in accordance with Article L. 411-2 1° of the French Monetary and Financial Code (Code monétaire et financier).

United Kingdom

*This press release is addressed and directed only at persons who (i) are located outside the United Kingdom, or (ii) are "qualified investors" within the meaning of paragraph 15 of Schedule 1 of the Public Offers and Admissions to Trading Regulations 2024 (x) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), or (y) who fall within Article 49(2) (a) to (d) of the Order or (iii) to whom it may be lawfully communicated (all such persons together with qualified investors in the EEA being referred to as "**Relevant Persons**"). The Bonds and, as the case may be, the shares to be delivered upon exercise of the conversion/exchange rights (the "**Financial Instruments**"), are intended only for Relevant Persons and any invitation, offer or agreement related to the subscription, tender, or acquisition of the Financial Instruments may be addressed and/or concluded only with Relevant Persons. All persons other than Relevant Persons must abstain from using or relying on this document and all information contained therein.*

This press release is not a prospectus which has been approved by the Financial Conduct Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

United States of America

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Australia, Canada, South Africa and Japan

The Bonds may not and will not be offered, sold or purchased in Australia, Canada, South Africa or Japan. The information contained in this press release does not constitute an offer of securities for sale in Australia, Canada, South Africa or Japan.

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