



Information on the Compensation of Mr. Paul Boudre as CEO, and on Mr. Pierre Barnabé as future CEO

Following the January 19, 2022 announcement regarding the departure of Paul Boudre from the position of CEO of Soitec following the annual general meeting to be held on July 26, 2022, the Board of Directors took the following decisions on June 8 and June 11, 2022 regarding Mr. Boudre's compensation for fiscal year 2020-2021, as well as regarding Mr. Boudre's and Mr. Barnabé's compensation for fiscal year 2021-2022 in line with the compensation policy that was approved by the shareholders at the July 28, 2021 Shareholders' General Meeting as required under Article L. 20-10-8 of the French Commercial Code.

In compliance with Articles L22-10-9 I and L22-10-34 of the Commercial Code, the relevant decisions required to be submitted to Soitec's shareholders for approval are proposed in the 18th, 19th, 20th, 21th and 23rd resolutions of the July 26, 2022 Shareholders' General Meeting.

Paul Boudre

The Board has decided unanimously (with the exception of Mr. Boudre, who did not participate in the deliberation) that:

FY 22 Variable Compensation

The level of achieved objectives in respect of variable compensation for FY22 is rated as follows:

<i>Type of objective</i>	<i>Description</i>	<i>Weighting</i>	<i>Maximum % in case of overperformance</i>	<i>% Achieved</i>
I. FINANCIAL OBJECTIVES	1.Level of revenues (in KUSD)	1 011	30%	25%
	2.Level of consolidated EBITDA (in % of revenue in € at constant exchange rates)	35,8%	30%	30%
	3.Level of operating cash (in € millions)	255	30%	30%
II. INNOVATION & STRATEGY	7 milestones	Partially achieved	47%	35%
ESG SOCIAL AND GOVERNANCE	Salary differences, access to training and promotion and improvement of M/W equality index /Governance	Partially Achieved	10.5%	8%
ESG ENVIRONMENT	Trajectory validation by SBTi and climate roadmap CY21 in line with	Achieved	2,5%	2,5%
TOTAL			150%	130,5%

On this basis, the gross bonus amount payable is € 717,750. Payment will be subject to the approval of the Company's annual general meeting to be held on July 26, 2022 under applicable legal procedures.

FY23 Fixed and Variable Compensation

Mr. Boudre will be eligible for fixed and variable compensation in respect of FY 23 as follows:

- The fixed amount of compensation is calculated on a pro-rata temporis basis at 1/3 of the full year amount of €550,000.
- For purposes of the determination of the bonus amount, base compensation will be determined on a pro-rata temporis basis, on the basis of a full year amount of €550,000 and 1/3 of a year of actual presence.
- The performance criteria will be:
 - For an amount equal to 60% (if targets achieved) and up to 90% (for achievement of overperformance levels) of base: the same financial targets and time frame as applied to the new CEO for full year FY23 (which criteria are set forth below regarding P. Barnabé).
 - For an amount equal to up to 40% (if targets achieved) up to 60% (for achievement of overperformance levels) of base:
 - Conclusion of two strategic contracts: 10% (at target) each or 15% (for achievement of overperformance levels);
 - Smooth succession transition to new CEO until the annual general meeting to be held on July 26, 2022: 20% (at target) or 30% (for achievement of overperformance levels).

Identical to the FY23 bonus of Pierre Barnabé, a 10% increase will be applied in case of achieving ESG ratings improvements

Payment shall be subject to the prior approval of the Company's remuneration policy as it pertains to Mr. Boudre at the Company's annual general meeting to be held on July 26, 2022 under applicable say-on-pay ex-ante procedures, and to the prior approval of the Company's annual general meeting held in 2023 under applicable say-on-pay ex-post procedures.

Long term compensation Onyx

With respect to the Onyx free share plan 2024 2/3 non vested shares (5,493 shares), the Company's compensation policy, approved by the Company's shareholders at the July 28, 2021 shareholders' meeting, provides that in the event of retirement with a full benefit, the Chief Executive Officer's performance shares will vest on a prorata temporis basis and that, where appropriate, the Board of Directors may waive the presence condition on the basis of a reasoned decision. The Board has considered Mr. Boudre's contribution to the Strategic Plan underway on which the plan performance conditions are based and has decided to waive the presence condition following the end of Mr. Boudre's mandate on July 26, 2022, making any vested shares available on August 2, 2024, subject to the rate of achievement of the performance conditions set forth in the plan and having understood that he retires at full rate following the end of his mandate as CEO.

The Board has noted that Mr. Boudre will continue cooperation with the Board and new CEO until the annual general meeting to be held on July 26, 2022 and will remain supportive of the Company's interests.

Taking into account Mr. Boudre's intention to retire, in compliance with Article R.22-10-14 III of the French Commercial Code, no payment will be made in respect of the non-competition obligation at end of mandate.

In view of the end of Paul Boudre's mandate and of his intention to claim full retirement benefits, and in accordance with the recommendations of Article 25.5.1 of the AFEF-MEDEF Code, the Board of Directors decided to not propose any termination indemnity or other settlement.

It is noted further in regard of the share plans Onyx 23 and Topaz, Mr. Boudre will have satisfied the presence conditions for the duration of both plans, as such conditions were described on page 174 of Soitec's 2020-2021 Universal Registration document (retirement at full rate for Onyx free share plan 2023 plan last tranche, as provided for all corporate officers and employees and within 12 months of the presence condition date for Topaz PS2 co-investment plan).

Pierre Barnabé

As previously announced and published on April 4, 2021, upon Mr. Barnabé taking office as CEO following the Annual Shareholders Meeting to be held on July 26, 2022, he will be eligible for short term variable compensation. The performance criteria for such variable compensation shall be as follows:

Objectives:	Weight	Overperformance
I. Financial objectives Of which: a. Revenues b. EBITDA c. Operating Cash Flow	60% a. 20% b. 20% c. 20%	90% a.30% b.30% c.30%
II Strategic objectives Of which: a. Innovation b. Strategy c. ESG	40% a. 30% b. 3% c. 7%	60% a. 45% b. 5% c. 10%

The total sum of achievements will be multiplied by 1.1 in case of achieving ESG ratings improvements.