



Company incorporated under French Law with capital of €37,035,823.50  
Parc Technologique des Fontaines  
Chemin des Franques  
38190 Bernin – France  
Grenoble Trade & Companies Register no. 384 711 909



This update (the "**Second Update**") of the Reference Document and of the Annual Financial Report 2014-2015 was filed with the *Autorité des marchés financiers* (the French financial markets authority, the "**AMF**") on 2 May, 2016, pursuant to Article 212-13 IV of its General Regulation.

It completes the Reference Document and Annual Financial Report 2014-2015 of Soitec, filed with the AMF on 10 June 2015 under number D.15-0587, completed by its initial update that was filed with the AMF under number D.15-0587-A01 on 7 March 2016 (the "**First Update**").

This document has been prepared by the issuer and commits the responsibility of its signatories. The Reference Document and its updates may only be used in support of a financial transaction if they are completed by a prospectus approved by the AMF.

Copies of this Update of the Reference Document are available at no cost from:

- Soitec – Parc Technologique des Fontaines – Chemin des Franques, 38190 Bernin – France;
- on the Soitec website ([www.soitec.com](http://www.soitec.com)) and on the website of the Autorité des marchés financiers ([www.amf-france.org](http://www.amf-france.org)).

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## GENERAL REMARKS

The object of this Second Update is to update the Reference Document and Annual Financial Report of Soitec for the financial year ended 31 March 2015, submitted to the AMF on 10 June 2015 under number D.15-0587 (the "Reference Document 2014-2015") as completed by its initial update that was filed with the AMF under number D.15-0587-A01 on 7 March 2016 (the "First Update").

In this Second Update, the terms "Soitec" or the "Company" refer to the Soitec Company. The term "Group" refers to the corporate group consisting of the Company and all the companies that fall within its scope of consolidation.

The information provided in the Reference Document 2014-2015 and the First Update published on the Company's website is still valid and are completed by the further developments below. For the sake of clarity, the chapter numbering of the Reference Document and the First Update modified by this Second Update, have been maintained.

This Second Update makes reference to information concerning the Group's objectives as well as forward-looking statements about ongoing or future projects. These statements are sometimes identified by the use of the future or conditional tense, and forward-looking terms such as "believe", "expect", "may", "estimate", "consider", "aim", "intend", "should", "consider", "anticipate", "might" or, where applicable, the negative form of these terms, or other alternative, similar terminology. This information does not constitute historical data and must not be interpreted as guaranteeing that the facts and data mentioned will occur. This information may be affected by known or unknown risks, and may change or be modified due to uncertainties or other factors related to the economic, financial, competitive and regulatory environment that could cause the Group's future results, performance and achievements to materially differ from its stated or implied goals. Forward-looking statements mentioned in this Second Update are provided only as of the date hereof. Unless legally obliged, the Group does not commit to publishing amendments to the forward-looking statements contained in this Second Update in order to reflect changes in objectives, events, conditions, or circumstances on which the forward-looking information was based; note that such forward-looking statements do not constitute a guarantee of actual results.

This Second Update contains information on the Group's markets and its competitive positions, including information as to the size of these markets. Unless otherwise indicated, this information is based on Group estimates and is provided for information purposes only. Group estimates are based on information obtained from customers, suppliers, professional organizations, and other stakeholders of the markets where the Group operates. Although the Group believes its estimates are relevant as of the date of this Second Update, it cannot guarantee the completeness or accuracy of the data on which these estimates are based, or whether its competitors use the same definitions of the markets on which they operate.

Investors are invited to pay specific attention to the risk factors described in Chapter 4 of the Reference Document 2014-2015 filed with the *Autorité des marchés financiers* on 10 June 2015 under number D.15-0587 and to page 7 of the First Update filed with the *Autorité des marchés financiers* on 7 March 2016 under number D.15-0587-A01, before making an investment decision. Should any or all of these risks materialize, they may have a negative impact on the Group's activity, financial position, profits or its ability to achieve its objectives.

In addition, other risks, not yet identified or considered immaterial by the Group at the Prospectus date, could also have a negative impact.

# 1. Persons responsible

## 1.1. Person responsible for the Reference Document

Monsieur Paul Boudre, Chairman and CEO.

## 1.2. Attestation of the person responsible for the Reference Document

I hereby certify, after taking all reasonable measures to this end, that the information contained in this Update of the Reference Document gives, to my knowledge, a realistic picture of the situation and does not include any omission likely to alter its scope.

From the statutory auditors I received a completion letter, in which they indicate having carried out the verification of information on the financial situation and statements included in this Second Update as well as the reading of the entire Second Update.

The historical financial information presented in this Second Update was reported on by the statutory auditors.

The limited report on the interim consolidated financial statements for the period from 1 April 2015 to 31 December 2015 contained in this Second Update include the following observation: *"Without calling into question the conclusion expressed above, we draw your attention to Note 7.2.4 in the Annex that specifies maintaining the Group's continuity of operations principle."*

The report on the condensed interim consolidated statements for the six months ending 30 September 2015 presented on page 40 of the First Update filed with the Financial Markets Authority on 7 March 2016 under number D.15-0587-A01 contains the following observation: *"Without calling into question the conclusion expressed above, we draw your attention to Note 2.4.4 in the consolidated interim financial statements that specifies maintaining the Group's continuity of operations principle."*

The report on the consolidated financial statements of 31 March 2015 is on page 116 of the reference document filed with the AMF on 10 June 2015 under number D.15-0587 and contains the following observation: *"Without calling into question the opinion expressed above, we draw your attention to Note 2.2.1 to the consolidated financial statements that specifies maintaining the Group's continuity of operations principle, as well as the refinancing terms contained in the approved conciliation protocol to which have been added the additional measures mentioned in Note 5.6. on the post balance sheet events."*

The report on the consolidated financial statements of 31 March 2014 is on page 120 of the reference document filed with the AMF on 13 May 2014 under number D.14-0518 and contains the following observation: *"Without calling into question the opinion expressed above, we draw your attention to Note 2.4.7. in the consolidated financial statements that specifies maintaining the Group's continuity of operations principle."*

On 2 May 2016

Paul Boudre

Chairman & CEO

# 2. Statutory Auditors

## Principal Statutory auditors

*Cabinet Muraz Pavillet represented by Christian Muraz*  
3, Chemin du Vieux Chêne – 38240 Meylan

- Date of first appointment: 27 February 1992;
- Renewal of appointment: 7 July 2010;
- Expiry date of current appointment: Annual Shareholders' Meeting called to decide on the financial statements for the fiscal year ending March 31, 2016

*PricewaterhouseCoopers Audit represented by Nicolas Brunetaud*  
63, rue de Villiers – 92208 Neuilly-sur-Seine

- Date of first appointment: 7 July 2010;
- Expiry date of current appointment: Annual Shareholders' Meeting called to decide on the financial statements for the fiscal year ending March 31, 2016.

## Deputy Statutory auditors

*René-Charles Perrot*  
65, boulevard des Alpes – 38240 Meylan

- Date of first appointment: 27 February 1992;
- Renewal of appointment: 7 July 2010;
- Expiry date of current appointment: Annual Shareholders' Meeting called to decide on the financial statements for the fiscal year ending March 31, 2016.

*Yves Nicolas*  
63, rue de Villiers – 92208 Neuilly-sur-Seine

- Date of first appointment: 7 July 2010;
- Expiry date of current appointment: Annual Shareholders' Meeting called to decide on the financial statements for the fiscal year ending March 31, 2016.

## 3. Selected financial data

### 3.1. Selected historical financial data

This section presents selected financial information for the first 9 months of the 2015-2016 fiscal year and for the years ending on 31 March 2015, 31 March 2014, and 31 March 2013.

The consolidated financial statements ending on 31 March 2015, 31 March 2014, and 31 March 2013 were controlled by the Company's auditors.

The consolidated financial statements at 31 December 2015 were subjected to a limited review by the Company's auditors as set out in section 20.3.3 of this Second Update.

#### Consolidated Profit & Loss Account

(in millions of euros)	31 December 2015* (unaudited)	31 December 2014* (unaudited)	31 March 2015* (restated, unaudited)	31 March 2014 (published, audited)	31 March 2013 (published, audited)
Sales	171.7	115.4	180	247	263
Gross margin	42.4	10.7	28	(56)	(16)
Current operating profit (loss)	8.4	(34.9)	(32)	(137)	(123)
Operating profit (loss)	(19.7)	(36.4)	(59)	(220)	(197)
<b>Net profit (loss) from discontinued operations*</b>	<b>(26.3)</b>	<b>(68.0)</b>	<b>(186)</b>		
<b>Net profit (loss) (Group share)</b>	<b>(69.1)</b>	<b>(115.2)</b>	<b>(259)</b>	<b>(237)</b>	<b>(209)</b>
Net total diluted profit (loss) per share	(0,30)	(0,51)	(1,23)	(1,45)	(1,70)
in euros					
<i>Of which continued operations</i>	<i>(0,18)</i>	<i>(0,20)</i>	<i>(0,34)</i>		
<i>Of which discontinued operations</i>	<i>(0,11)</i>	<i>(0,30)</i>	<i>(0,89)</i>		

\* Within the framework of the application of the standard IFRS 5 "discontinued operations", the consolidated Profit & Loss Account has been removed from the operations of the Solar Energy division.

#### Sector base analysis

(in millions of euros)	31 December 2015* (unaudited)	31 December 2014* (unaudited)
<b>Sales:</b>		
Electronics	167.8	111.9
Other activities	3.9	3.6
<b>Total sales</b>	<b>171.7</b>	<b>115.4</b>
<b>Current operating profit (loss)</b>		
Electronics	15.7	(27.7)
Other activities	(7.3)	(7.2)
<b>Total current operating profit (loss)</b>	<b>8.4</b>	<b>(34.9)</b>

\* Within the framework of the application of the standard IFRS 5 "discontinued operations", the sector-base analysis has been removed from the operations of the Solar Energy division.

### Balance sheet

(in millions of euros)	31 December 2015 (unaudited)	31 March 2015 (published, audited)	31 March 2014 (published, audited)	31 March 2013 (published, audited)
<b>Assets:</b>				
Cash and cash equivalents	52	23	45	130
Current assets	95	167	186	137
Assets held for sale	22			
Assets from discontinued operations	6			
Non-current assets	162	204	354	452
<b>Total assets</b>	<b>336</b>	<b>394</b>	<b>585</b>	<b>719</b>
<b>Shareholders' equity and liabilities</b>				
Operating debts	92	171	107	132
Liabilities held for sale	-			
Liabilities from discontinued operations	27			
Financial debts	218	173	257	197
Total shareholders' equity of the consolidated group	(1)	50	221	391
<b>Total shareholders' equity and liabilities</b>	<b>336</b>	<b>394</b>	<b>585</b>	<b>719</b>
<b>Net financial position</b>	<b>(166)</b>	<b>(150)</b>	<b>(212)</b>	<b>(67)</b>

### Cash flow statement

(in millions of euros)	31 December 2015 (unaudited)	31 December 2014 (unaudited)	31 March 2015 (published, audited)	31 March 2014 (published, audited)	31 March 2013 (published, audited)
Cash flow generated by the activity	(17)	8	(0)	(179)	(39)
Cash flow related to investment transactions	26	(24)	(29)	(84)	(115)
Cash flow relating to financing transactions	19	(5)	(4)	181	23
Effect of fluctuation in foreign exchange rates	0	4	11	(4)	1
<b>Change in net cash flow</b>	<b>29</b>	<b>(16)</b>	<b>(22)</b>	<b>(85)</b>	<b>(130)</b>

### 3.2. Selected financial information estimated for the year 2015-2016

This section presents estimated income statement indicators and balance sheet items selected for the 2015-2016 fiscal year.

The estimated financial data and results contained in this Second Update received a favorable opinion from the Company's Audit and Risk Committee on 27 April 2016 before being approved by the Company's Board on 29 April 2016.

The estimated results for the 2015-2016 fiscal year were controlled by the Company's auditors, a report of which can be found in Section 13.4. of this Second Update.

The Company will subsequently determine the date of approval and release of its complete, audited financial statements for FY 2015-2016.

The Company points out that the estimated results and financial information presented in this Second Update have not been controlled or subjected to a limited review by the auditors. The Company can provide no assurance that its full verified account statements will be certified without qualification by the auditors.

#### Estimated consolidated results (selected)

(in millions of euros)	31 March 2016* (estimated, unaudited)	31 December 2015* (unaudited)	31 March 2015* (restated, unaudited)
Sales	237	172	180
<i>Of which Electronics</i>	<i>232</i>	<i>168</i>	<i>172</i>
<i>Of which Other activities</i>	<i>5</i>	<i>4</i>	<i>8</i>
Gross margin	61	42	28
Current operating profit (loss)	12	8	(32)
Other operating expenses	(32)	(28)	(28)
Current operating profit/(loss)	(19)	(20)	(59)
<b>Net profit (loss) (Group share)</b>	<b>(72)</b>	<b>(69)</b>	<b>(259)</b>

\* When applying IFRS 5 "Discontinued Operations", the consolidated income statement was restated for the Solar Energy business.

#### Consolidated balance sheet highlights

(in millions of euros)	March 31, 2016 (estimated, unaudited)	December 31, 2015 (unaudited)	March 31, 2015 (published, audited)
Cash and cash equivalents	49	52	23
Non-current assets	160	162	204
Financial liabilities	219	218	173
Total consolidated equity	(7)	(1)	50

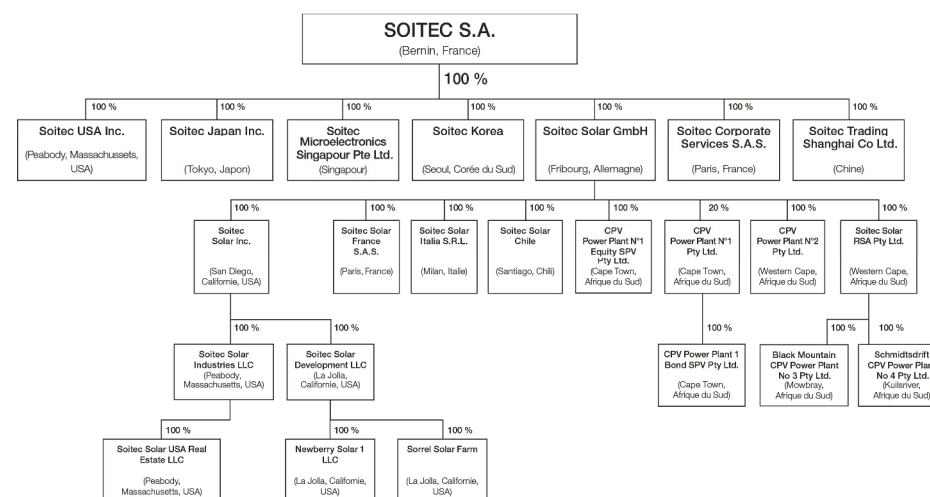
## 7. Organisation chart

### 7.1. The Group

#### 7.1.1. Group organisation chart

This organisation chart below shows the subsidiaries of the Company on the submission date of this Second Update of the Reference Document.

The percentages indicated below correspond to the percentage of capital voting rights.



## 9. Review of the financial position and results

### 9.1. Financial report for the first nine months of FY 2015-2016

The 9-month interim report that follows should be read in conjunction with the consolidated half-year interim financial statements ending on 30 September 2015, the Company's Reference Document for fiscal 2014-2015 filed with the Financial Markets Authority on 10 June 2015, under number D. 15-0587 and the updated Reference Document filed March 7, 2016.

Following the January 2015 decision to refocus the Group on its core business, the sectoral presentation was modified. Henceforth, the Company will present its financial statements broken down into the following three divisions:

- Electronics: historic business in the semi-conductor sector, including the cost of the support functions previously reported in the "Corporate" division and the R&D activity related to the III-V material previously distributed between the Lighting and Solar Energy divisions.
- Other activities include: cash generating units (CGU), Equipment (Altatech subsidiary) and Lighting, including R&D at the Phoenix site. Despite the sale of the Altatech subsidiary before the end of the current fiscal year, the CGU resources were not classified as assets held for sale because of their insignificant relative weight in the Group's consolidated balance sheet.
- Solar Energy: including ongoing activities and discontinued operations.

Soitec decided to record as discontinued operations the results of the Solar Energy division as of the first half of fiscal 2015-2016; the presentation of an exit strategy for this division in 30 September 2015, enabling the verification of compliance with the criteria of the IFRS 5 standard, has been validated. To enable a comparison, the financial statements for the first nine months of fiscal 2014-2015 were similarly restated.

The main assets related to the Touwsrivier South African Solar Power Plant, which were recorded as non-current financial assets at the close on 30 September 2015 due to the Company's difficulty in trying to sell them, are again listed as assets held for sale. Indeed, the way things are advancing a sale may occur within the next 12 months. This accounting treatment concerns the following two elements:

- the 20% share in CPV Power Plant n°1 (Touwsrivier) held by Soitec Solar GmbH
- a loan provided by Soitec Solar RSA to one of the Touwsrivier power plant shareholders.

The security deposit linked to the South African bond remains listed as a non-current financial asset.

For Soitec SA, we retrospectively applied the tax standard IFRIC 21 back to April 1, 2015. Consequently, the comparative data of 31 December 2014 was also restated.

#### 9.1.1. Situation and business of the Group

The first nine months saw strong sales growth and a confirmation of the return of the Electronics activity to operational profitability.

Overall business activity turned in a 49% increase, with revenue of €171.6 million versus €115.4 million the year before. This growth is due to a significant increase in the sales volume of the Electronics division.

Sales growth had a positive impact on the gross margin, increasing by €31.7 million over the previous year. Current operating income was positive coming in at €8.4 million, an increase of €43.3 million compared to the current operating loss of -€34.9 million recorded during the first nine months of fiscal 2014-2015.

The net decrease in research and development spending contributed to improving the current operating income. Indeed, spending fell from €24.2 million in 2014-2015 to €13.7 million in 2015-2016. This decrease is mainly explained by a significant increase in

the amount of aid recorded in the first nine months of fiscal 2015-2016. Out of this increase, more than 3 million euros are due to the recognition of subsidies related to R&D costs incurred in the previous fiscal year, due to the late signature of the agreement with the financing institution. As the company does not expect the renewal of such situation in the next fiscal year, net R&D expenses are likely to reach a higher level in 2016-2017.

Administrative costs were down €1.9 million (of which €1.8 million in the Electronics segment), thanks to continued cost-cutting measures. Selling expenses increased by €0.7 million (all of this increase is attributable to other divisions).

In the first nine months of 2015-2016, the two divisions' contribution to current operating income divides as follows:

- Electronics: the current operating income amounted to €15.7 million, versus a current operating loss of -€27.7 million the previous year.
- Other business: the current operating loss amounted to -7.2 million against -7.1 million the previous year.

As of December 31, 2015, the Group's consolidated equity stood at €-0.8 million vs. €50 million on 31 March 2015, and net financial debt at €165.7 million vs. €150 million on 31 March 2015. As of December 31, 2015, the gross cash position amounted to €51.7 million against €22.9 million at 31 March 2015.

#### 9.1.2. Electronics division

The Electronics division generated revenue of €168 million during the first nine months of 2015-2016, an increase of 50% compared to the same period the previous year of €112 million. This division represented 98% of the Group's total revenue.

The following tables enable assessing the change in the breakdown of sales by region, client, and wafer size.

- Geographic breakdown of the Electronics division sales

	2014-2015	2015-2016
United States	41%	31%
Europe	28%	39%
Asia	31%	30%

- Breakdown Electronics division sales by client

	2014-2015	2015-2016
Top five clients	70%	57%
Clients n° 6 to n° 10	18%	28%
Other clients	12%	15%

- Breakdown of Electronics division sales by product family

	2014-2015	2015-2016
SOI 300 mm	25%	21%
Small diameters	71%	77%
III-V Material	2%	0%
Royalties	2%	2%

Other	0%	0%
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	2014-2015	2015- 2016
(in thousands of euros)		
<i>300mm SOI</i>	28,333	35,602
Small diameters	78,706	128,047
<i>Specialty Electronics</i>	2,258	-
<i>Royalties</i>	2,578	4,113
<b>Total Electronics</b>	<b>111,875</b>	<b>167,762</b>

Compared to the previous year, 200mm wafer sales increased by 63% to €128 million versus €78.7 million in 2014-2015. These wafers are mainly used for radio frequency (RF) and power electronics applications. The Bernin production unit for 200mm wafers is now turning at full capacity. The production agreement entered into with the Chinese subcontractor Simgui will give us access to additional industrial capacity to meet growing demand.

Sales of 300mm SOI wafers are up by 26% to €35.6 million, compared to €28.3 million in 2014-2015. Certain PD-SOI products for the PC and game console markets are reaching their end-of-life. Soitec is continuing to work on the qualification process of its 300mm fully-depleted silicon-on-insulator wafers (FD-SOI) with the major foundries in order to capture the high growth potential of the consumer electronics, automotive, and industrial application markets. The radio-frequency (RF) market also offers a strong outlook for the 300mm wafers.

In 2014-2015, other sales in the Electronics division stemmed from GaAs (gallium arsenide) material. The business assets of this activity were sold in fiscal 2014-2015.

Licensing revenue came in at €4.1 million versus €2.5 million for the same period the year before.

#### 9.1.3. Other division activity

(in thousands of euros)	2014-2015	2015-2016
<i>Equipment</i>	1,955	2,603
<i>Lighting</i>	1,616	1,310
<b>Total other activities</b>	<b>3,571</b>	<b>3,913</b>

Other division activity includes Lighting and Equipment businesses (Altatech).

Sales of the Equipment division were up by 33% to €2.6 million, compared to €1.9 million in 2014-2015.

Lighting sales of €1.3 million decreased 19% compared to revenue of €1.6 million in 2014-2015

- Geographic breakdown of the Lighting division revenue

	2014-2015	2015-2016
United States	3%	- %

Europe	97%	94 %
Asia	0%	6%

- Geographic breakdown of the Equipment division revenue

	2014-2015	2015-2016
United States	2%	2%
Europe	96%	42%
Asia	2%	56%

#### 9.1.4. Solar Energy Division

Revenue generated by the Solar Energy division stands at €22 million against €38.5 million in 2014-2015. The impact of this activity is presented in terms of Group consolidated net income, under discontinued operations.

#### 9.1.5. Gross margin

The gross margin corresponds to total revenue minus the total cost of sales. Cost of sales represents the cost of production and distribution as well as licence fees (CEA-Leti for the use of the SmartCut™ technology).

Gross margin for the Solar Energy division does not appear in the Group's gross margin due to it being reclassified under discontinued operations for net income.

Production costs include the cost of raw material, mainly silicon, manufacturing costs, including direct labor costs, depreciation and maintenance costs on production equipment and cleanroom infrastructure, and the overhead costs allocated to production.

The gross margin improved significantly going from €10.7 million (9% of revenues) in 2014-2015 to €42.4 million (25% of sales) in 2015-2016.

The increase comes exclusively from the Electronics division representing 98% of the Group's business, for which the gross margin went from €10 million (9% of revenue) to €42.6 million (25% of revenue), thanks to strong growth in sales and a favorable euro/dollar exchange rate.

The gross margin for the other divisions fell from €0.6 million in 2014-2015 (17% of revenue) to a negative -€0.2 million (-7% of revenue) in 2015-2016.

#### 9.1.6. Research and Development

R&D costs are expensed as they occur if the criteria required under IAS 38 enabling their recording in the balance sheet are not verified.

Research and development costs are essentially made up of the following:

- Salaries and benefits;
- Operating costs of cleanroom and equipment required for research and development;



- Outsourced services provided by public R&D centers or private laboratories;
- Costs related to maintaining and strengthening the Group's intellectual property rights.

Provided the agreements are signed and the administrative approvals obtained, the amounts received in aid contracts are deducted from gross R&D costs to arrive at a net amount recorded on the income statement.

Part of the aid used to finance the R&D activities may be granted in the form of repayable advances. According to IAS 38 and IAS 20, if the Group considers a project's technical and commercial probability of success has become too low, the related development costs are not capitalized but rather they are recorded directly against income, and the corresponding repayable advances are recorded as a deduction of these expenses, regardless of the notifications on the part of the financial organizations who can only intervene once milestones are not reached thus putting an end to the program or triggering the repayment of advances.

The Group may be prompted, depending on changes to the probability of the project's technical or commercial success, to constitute a financial liability regarding the sales prospects to be generated by the new products developed within the framework of the aid programs: a share of the repayable advances received in the frame of the "Nanosmart" and "G\*REC" programs was booked in the income statement on the basis of repayment assumptions deriving from the Company's business plan. A strong correction in the long term sales forecast for FD-SOI or SOI for RF applications may lead to the booking of a charge in the income statement against a liability in the balance sheet, up to a theoretical amount of 14 million euros, the probability to reach such amount being extremely low. On the other side, in the case of a negative correction of the sales forecast, the amount of liabilities that may be offset by a credit in the income statement could reach up to 11 million euros.

Soitec SA receives research tax credits (CIR). This credit is presented as a deduction from the Research and Development Costs in accordance with standard IAS 20. Research tax credits recorded in the financial statements during the first nine months of fiscal 2015-2016 came to €9.1 million.

Net R&D expenditures experienced a significant decline falling to €13.7 million (8% of revenue), versus €24 million (21% of revenue) the previous year. This reflects a decrease in costs due to the abandonment of programs related to non-strategic activities and a strong growth in the amount of aid, in part because of the time lag between the signing date of the financing agreements, enabling the aid to be recognized under income, and the effective starting date of the programs, sometimes earlier by several months.

### 9.1.7. Operating costs

#### 9.1.7.1. Sales and marketing costs

Sales and marketing expenses amounted to €6.6 million versus €6 million in 2014-2015. The Lighting division sales teams (under other divisions) were strengthened at the end of fiscal 2014-2015 to ensure the division's development (+€0.7 million in charges).

Sales and marketing expenses of the Electronics division remained stable.

#### 9.1.7.2. General and administrative expenses

General and administrative expenses saw a 13% decrease coming in at €13.5 million in 2015-2016 against €15.5 million in 2014-2015. This €2 million year over year drop concerns mainly the Electronics division (€1.8 million). This improvement is the result of an ongoing cost reduction policy. General and administrative expenses do not include the costs related to the Group restructuring or the refinancing project, which are recorded in other operating expenses or in the share premium account.

### 9.1.8. Current operating profit (loss)

Current operating income is positive at €8.4 million (5% of revenue) against a loss of €34.9 million (-30% of revenue) for the first nine months of fiscal 2014-2015.

- The Electronics division showed a profit of €15.6 million, against a loss of €27.7 million in the previous year.

- The other divisions experienced a loss of -€7.2 million, versus a €7.1 million loss the year before.

### 9.1.9. Operating profit (loss)

Operating profit consists of the current operating income and other non-current operating income and expenses.

For the first nine months of fiscal 2015-2016, the Group recorded a non-current net charge of €28.1 million against a charge of €1.4 million in 2014-2015.

This charge stems in part from the legal and consulting fees incurred in the conciliation procedure and the reorganization of the Group's business portfolio. It also includes the net restructuring costs, excluding the solar business.

Other operating expenses also include the impact of impairment tests on non-current assets recorded on Altatech's asset values (€2.2 million on the basis of the price paid for the shares), and the Singapore cleanroom (€20.1 million).

Operating results came in at a loss of -€19.7 million, down from a -€36.3 million loss for the first nine months of the previous fiscal year.

### 9.1.10. Financial income

In the first nine months of fiscal 2015-2016, Group net financial income recorded a net charge of €20.9 million compared to a net charge of €8.2 million over the previous year.

This charge was due to the following:

- Financial income, excluding currency results, was a loss of -€19 million in 2015-2016, compared with a -€12.8 million loss in 2014-2015.
  - o In 2015-2016, a €7.6 million financial expense was recorded for OCEANes 2018 for which coupons are paid semi-annually on 18 September and 18 March.
  - o A provision was made for the security deposit on the Touwsrivier Solar Power Plant bond in South Africa for an additional €5.0 million in September 2015, bringing its net value on the balance sheet down to €2.7 million.
  - o Under the conciliation agreement approved by the Grenoble Commercial Court in May 2015, banking lines of credit were subject to a moratorium and the maturity of the €37.2 million in debt was extended to 30 November 2019. Interest rates oscillated between 0.57% and 0.96%. For the year 2015-2016, interest expense came to €0.1 million. Interest is capitalized and payable at the loan's maturity.
  - o Moreover, new loans were granted by CEA, Shin-Etsu Handotai, and BPI for an initial total of €54 million. These new loans, at rates ranging between 2.99% and 12.00%, will mature in May 2016. In 2015-2016, interest expense was €2 million. Partial repayment on these loans of €11.9 million was made during the first half of 2016.
  - o The Group signed a new finance lease contract for the production equipment. An initial tranche was finalized in October 2014 for €11 million, for a period of 3 years with an interest rate of 7.04%. A second tranche was finalized in August 2015 for €11 million, for a period of 3 years with an interest rate of 11.40%. In 2015-2016, interest expense amounted to €1.1 million.
- Foreign exchange losses were -€1.8 million against a gain of €4.5 million the year before. This was mainly caused by fluctuations in the dollar against the euro. The foreign exchange result breaks down into:
  - o A net realized foreign exchange loss of -€0.1 million in 2015-2016 versus a gain of €2.9 million in 2014-2015.
  - o A net unrealized foreign exchange loss of €1.8 million in 2015-2016 against a gain of €1.6 million in 2014-2015.

### 9.1.11. Net profit (loss) from discontinued operations

Net result from operations was a loss of €26.2 million.

Breaking off negotiations with ConcenSolar for the sale of certain Solar Energy assets announced in the press release of 5 August 2015, led Soitec to continue its plan to shut down production and R&D in San Diego (USA) and Freiburg (Germany), and sell off its remaining assets. As the IFRS 5 criteria was verified on 30 September 2015, net results from discontinued operations is listed as a single item "net results from discontinued activities" under net income (see Note 7.4.7).

Current operating income from discontinued operations was zero for the first nine months of 2015-2016. Operating income was a loss of -€0.9 million reflecting a provision change recorded at 31 March 2015. The balance of provisions amounted to €18 million. The -€26.2 million loss was mainly due to exchange rate movements: first of all, in accordance with IFRS 5, restating currency exchange differences as results for subsidiaries with discontinued operations (loss of €35 million from US affiliates and €8 million on South African affiliates) as well as exchange differences on the current account recorded as net investments (financing of the San Diego facilities), normally recorded in the past under equity (€19 million income); second of all, unrealized foreign exchange losses on loans to these subsidiaries for €1 million.

The main financial assets related to the Touwsrivier solar power plant in South Africa have been restated in assets held for sale, due to the progress made towards the close of a deal within a twelve month timeframe. They include the 20% interest in CPV Power Plant no. 1, under the equity method, and a financial receivable. The guarantee deposit has been kept in the non-current financial assets. These assets were classified as assets held for sale in 2014-2015. All the other components of the Solar Energy division are now stated as discontinued operations. 4.12 Results and taxes

The Group posted a loss of -€69 million against a loss of -€115.2 million in the first nine months of 2014-2015.

Pre-tax income excluding discontinued operations showed a loss of -€40.6 million against a loss of -€44.6 million the previous year, with a tax charge of €1.9 million. This takes into account results from equity affiliates: loss of -€207,000 for the first nine months of fiscal 2015-2016, against a loss of -€2.6 million for the same period in the 2014-2015.

Net income from discontinued operations after tax was a loss of -€26.2 million (€67.9 million in 2014-2015).

Diluted earnings per share was a loss of -€0.30, divided between continuing operations (-€0.18) and discontinued operations (-€0.11). During the first nine months of 2014-2015, diluted earnings per share lost -€0.51 per share, split between continuing operations (-€0.2) and discontinued operations (-€0.3).

#### 9.1.12. Net result and income tax

The Group records a loss of 69 million euros, to be compared to a loss of € 115.2 for the first nine months of 2014-2015.

The net result before tax excluding discontinued operations is a loss of 40.6 million euros (loss of 44.6 million euros in the previous year) and the income tax amounts 1.9 million euros. This net result includes the share of the loss of affiliates accounted in equity: loss of 207 thousand euros for the first nine months of 2015-2016 versus a loss of 2.6 million euros in the previous year.

The net result of discontinued operations is a loss of 26.2 million euros (67.9 million euros in 2014-2015).

The diluted result per share is a loss of 0.30 euro, out of which a loss of 0.18 euro from continuing operations and a loss of 0.11 euros from discontinued operations. In the first nine months of 2015-2016, the diluted result per share amounted -0.51 euro: -0.20 for continuing operations and -0.30 euros for discontinued operations.

#### 9.1.13. Balance sheet

For comparison purposes at a constant scope, the portion of assets and liabilities of the Solar Energy division reclassified as discontinued operations was isolated and presented in the table below.

Assets (in thousands of euros)	31 December 2015	31 March 2015	31 March 2015 Of which	31 March 2015
-----------------------------------	------------------	---------------	---------------------------	---------------

			restatement of assets as discontinued operations *	restatement of discontinued operations *
<b>Non-current assets:</b>				
Goodwill and intangible assets	4 323	8 842	-	8 842
Capitalized development projects	1 944	2 226	-	2 226
Tangible fixed assets	123 930	156 736	-	156 736
Solar power plants projects	-	1 600	1 600	-
Assets and differed tax liabilities	-	-	-	-
Securities under the equity method	-	-	-	-
Non-current financial assets	9 417	5 739	561	5 178
Other non-current assets	22 225	28 961	269	28 692
<b>Total non-current assets</b>	<b>161 839</b>	<b>204 104</b>	<b>2 430</b>	<b>201 674</b>
<b>Current assets:</b>				
Inventory	36 484	33 073	5 013	28 060
Trade receivables and related accounts	36 455	43 812	1 638	42 174
Other current assets	20 221	18 894	5 323	13 572
Current financial assets	1 330	1 311	328	983
Cash and cash equivalents	51 757	22 911	-	22 911
<b>Total current assets</b>	<b>146 247</b>	<b>120 001</b>	<b>12 302</b>	<b>107 700</b>
Assets held for sale	21 827	69 435	-	69 435
Assets from discontinued operations	6 259	-	-	-
<b>Total assets</b>	<b>336 172</b>	<b>393 540</b>	<b>14 731</b>	<b>378 809</b>

	31 December 2015	31 March 2015	31 March 2015 Of which restatement of assets as discontinued operations*	31 March 2015 Restated as discontinued operations *
<b>Liabilities</b> (in thousands of euros)				
<b>Total equity</b>	<b>(811)</b>	<b>49 958</b>	<b>-36</b>	<b>49 994</b>
<b>Non-current liabilities:</b>				
Long-term financial liabilities	156 507	123 552	1 947	121 605
Deferred tax liabilities	-	-	-	-
Provisions and other non-current liabilities	14 920	17 543	2 055	15 488

<b>Total non-current liabilities</b>	<b>171 427</b>	<b>141 095</b>	<b>4 002</b>	<b>137 093</b>
<b>Current liabilities:</b>				
Short-term financial debts	60 980	49 455	2 755	46 700
Suppliers	36 402	52 279	5 199	47 080
Provisions and other current liabilities	40 820	83 902	37 014	46 888
<b>Total current liabilities</b>	<b>138 202</b>	<b>185 635</b>	<b>44 968</b>	<b>140 668</b>
Liabilities held for sale	-	16 852	-	16 852
Liabilities from discontinued operations	27 354	-	-	-
<b>Total liabilities</b>	<b>336 172</b>	<b>393 540</b>	<b>48 934</b>	<b>344 607</b>

\* Applying IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations", the balance sheet was restated for the Solar Energy division. To enable the financial statements to be compared with items released on 31 March 2015, the items related to discontinued operations were restated as assets and liabilities of the discontinued operations.

\* The IFRIC 21 standard on taxes was applied retrospectively as of 1 April 2015. Consequently, the comparative data of 31 March 2015 was restated. Shareholders' equity is impacted by €36,000 and the offset is a reduction of the tax debt, recognized as a provision under other current liabilities.

The balance sheet total amounted to €336.2 million against €393.5 million at the end of March 2015. The main changes to balance sheet items are described in the following points.

#### 9.1.13.1. Non-current assets

#### IMPAIRMENT TESTS FOR LOSS OF VALUE

Impairment tests on non-current assets are carried out on cash generating units (CGU) for which the Group considers there is an indication of loss of value. As of 31 March 2015, given the Company's situation, all of the CGUs underwent an impairment test. Since the goodwill had fully depreciated over the previous financial years, the balance sheet no longer contains fixed assets of an uncertain life time. In accordance with standard IAS 36, the tests were carried out at the lowest cash-flow generation level: 300mm SOI UGT, 200mm SOI UGT, and Equipment UGT.

At the close on 31 December 2015, we identified impairment on the following assets: industrial building in Singapore, and assets of the CGU Altatech. These assets have therefore been subjected to impairment tests.

Non-current assets amounted to €161.8 million against €201.7 million at 31 March 2015 after restating €2.4 million in assets as discontinued operations. The change for the period (-€40 million) breaks down as follows:

The value of tangible and intangible assets decreased by €37.6 million. This change stemmed primarily from:

- Depreciation charges: -€20.6 million,
- Reversal of provisions for impairment (mainly Phoenix): €1.8 million,
- Acquisitions during the period: +€6.2 million (+€5.7 in tangible assets and +€0.5 in intangible assets)
- Impairment charges on the Singapore industrial building for -€20.1 million and on assets of the Altatech subsidiary for -€1.7 million.
- On the impact of the dollar's depreciation against the euro on the asset values of the Singapore subsidiary: -€1 million. The

impact on the assets of the US and Japanese subsidiaries was negligible.

Due to the uncertainty over the completion of the asset sale of the Touwsrivier South African Solar Power Plant, Soitec decided on 30 September 2015 not to continue labelling them as assets held for sale. Progress in the transaction makes it now possible to consider concluding a sale within the next twelve months. The two main assets, shares in the project held by Soitec Solar GmbH and financial debt vis-à-vis other shareholders, are again listed as assets held for sale. The security deposit on the bond issue that was subject to a provision for additional depreciation of €5.0 million in September 2015 was maintained as a non-current financial asset.

#### 9.1.13.2. Other assets

The €6.7 million decrease is mainly explained by:

- A reduction of the receivable under the research tax credit of €10.9 million. Receivables for 2014 (€7.3 million) and 2012 (€8.1 million) were repaid in April 2015 and September 2015 respectively, and were partially offset by the recognition of a €5.6 million receivable in 2015 (including €5.5 million concerning Soitec SA). The amount of the 2014 research tax credit was directly received by the Company in April 2015 as part of the conciliation process.
- The receivable under the tax credit for employment competitiveness increased by €0.7 million.

#### 9.1.13.3. Working capital requirement

Working capital requirement (WCR) is calculated as follows:

- Operating working capital, including inventory, trade receivables, trade payables, advances and deposits paid or received as well as receivables and tax and social security debts not including the corporation tax.
- Non-operating WCR, including receivables and payables to fixed asset suppliers (including advance payments or receipts) and debt and tax liabilities related to corporation tax.

During the first nine months of fiscal 2015-2016, working capital requirements increased to €36.5 million, going from €15.2 million on 31 March 2015 to €51.8 million. This change can be analyzed as follows:

- Operating working capital increased from -€18.1 million at 31 March 2015 to +€22.5 million. This change can be explained primarily by the increase in inventories (€8.4 million), the reduction in trade receivables and related accounts (€5.7 million), and the decrease in trade payables and other current liabilities (€34.5 million).
- Non-operating WCR went from €33.3 million at 31 March 2015 to €29.2 million. This change is mainly explained by the increase in receivables related to a research tax credit of €8.8 million.

#### 9.1.13.4. Equity

Equity are declining (- €50.8 million) coming in at €-0.8 million versus €50 million at 31 March 2015. The change is mainly attributable to the following: loss of -€69 million recognized over the period partially offset by the restatement in the Profit & Loss Account of the translation differences of the subsidiaries in discontinued operations, for +€24 million.

#### 9.1.13.5. Financial liabilities

The financial liabilities went from €168.3 million at the end of March 2015 to €217.4 million at the end of December 2015. The main changes are as follows:

Under the conciliation agreement approved by the Grenoble Commercial Court on 5 May 2015, the Group set up a financing arrangement for €54 million, maturing in May 2016. The industrial concern, Shin-Etsu Handotai, loaned €30 million at EURIBOR +3%, Bpifrance Investments €15 million, and CEA Investissement €9 million, both at an interest rate of 12%. At 31 December 2015, the remaining debt amounted to €44 million, including €2 million in accrued interest, after the Group partially repaid the loans in August 2015.

In August 2015, the Group signed a new lease financing agreement in the amount of €11 million, entered into for a term of 3 years and bearing interest at the rate of 11.4%.

Finally, the Group repaid €4.9 million of a credit facility with proceeds of the research tax credit.

#### 9.1.13.6. Net indebtedness

The net indebtedness stood at -€165.7 million at the end of December compared to -€145.4 million at the end of March 2015.

#### 9.1.14. Cash position and financing

Cash flow from operational activities was negative for the first nine months of fiscal 2015-2016 to the tune of -€16.7 million. It is comprised of positive cash flow of €8 million from the Electronics division, offset by negative cash flow of -€7.4 million from the other divisions, and -€17.2 million from discontinued operations. Comparisons with the previous year are not relevant, since payments received for the delivery of the Touwsrivier Solar Power Plant generated a very high positive cash flow.

The cash flow from investing activities amounted to €26.3 million in 2015-2016, against -€23.6 million in 2014-2015.

- Cash generated from ongoing operations was -€5.9 million in 2015-2016 compared to -€7.2 million in 2014-2015. This change reflects a decrease in capital expenditures of €1 million compared to the previous year. Furthermore, cash flow from asset sales was higher by €5.4 million in the previous year due mainly to the sale of the business assets of Soitec's Specialty Electronics subsidiary. Conversely, financial investments fell by €3.2 million. In the previous year, they concerned primarily the equity affiliate CPV Power Plant No. 1 (Touwsrivier).
- Cash flow from discontinued operations stood at €32 million, relating mainly to payments from the sale of the San Diego building for €26.7 million, and equipment in San Diego and Freiburg for €3.1 million, as well as two European solar power plants for €2 million.

Cash flow from financing activities was positive at +€19.4 million. This amount is divided between:

- Continuing operations at +€36.6 million, whose main elements are the new €54 million loan and the signing of a new financing lease for €11 million.
- Discontinued operations in the amount of -€17.1 million, mainly concern the repayment of debt to refinance the San Diego building for €16.2 million (sold during the period).

In total, the Group's cash position increased by €29 million during the first nine months of 2015-2016 reaching €51.7 million as of December 31, 2015.

#### 9.1.15. Objectives of the cash management policy

The cash management policy established by the Group aims at minimizing currency risk by reducing the dollar position to a minimum through forward or spot transactions. Remaining cash is invested on the money market at low risk.

#### 9.2. Estimated results and financial data

This section presents the estimated results (income statement items) and estimated financial data (balance sheet items) for fiscal 2015-2016, as well as equity and debt charts at 31 March 2016, and a working capital statement over a period of 12 months from the date of this Second Update.

The estimated financial data and results contained in this Second Update received a favorable opinion from the Company's Audit and Risk Committee on 27 April 2016 before being approved by the Company's Board on 29 April 2016.

The estimated results for the 2015-2016 fiscal year were controlled by the Company's auditors, a report of which can be found in Section 13.4. of this Second Update.

The Company will subsequently determine the date of approval and release of its complete, audited financial statements for FY 2015-2016.

The Company points out that the estimated results and financial information presented in this Second Update have not been controlled or subjected to a limited review by the auditors. The Company can provide no assurance that its full verified account statements will be certified without qualification by the auditors.

#### 9.2.1. Estimated results and financial data

##### Consolidated results estimated for fiscal 2015-2016

The **consolidated turnover** reached EUR 237.5 million for FY 2015-2016, between that of the Electronics business segment (EUR 232.3 million, in line with the forecasts that had been provided by the Company in the First Update) and the other businesses (EUR 5.1 million). The turnover recorded a growth of 17% at constant exchange rates (turnover of FY 2015-2016 converted at the exchange rate of FY 2014-2015) compared with the previous financial year (FY 2014-2015).

The estimated **gross profit** rose to EUR 60.8 million for FY 2015-2016 (25.6% of the turnover) compared with EUR 28 million (15.6% of the turnover) for the previous financial year. This increase is mainly attributable to the growth in 200mm wafer sales for radio-frequency applications, and also the favourable development of the euro/dollar exchange rate.

The estimated **current operating income** is of EUR 12.4 million for FY 2015-2016, compared with a current operating loss of EUR 31.8 million for the previous financial year. This positive change is the result of the improvement in gross profit in the Electronics business segment and further cost-reduction measures.

The estimated **operating income** presents a loss of EUR 19.4 million for FY 2015-2016, compared with an operating loss of EUR 59.4 million for the previous financial year. This loss reflects a net amount of EUR 31.8 million recorded under other operating expenses, mainly reflecting the impairment losses of the non-current assets recorded in the accounts as of December 31, 2015, for an amount of over EUR 22 million (industrial building in Singapore and assets of the Altatech subsidiary of which the securities have been transferred by Soitec at the end of March 2016), legal advice costs related to the restructuring launched at the beginning of the fiscal year and the legal fees arising from the ongoing industrial property litigation in the United States.

The estimated **net loss** was of EUR 71.7 million for FY 2015-2016, compared with a loss of EUR 258.7 million in the previous financial year. This loss includes net financial expenses, tax expenses and the loss relating to abandoned operations, mainly resulting from the adverse impact of the changes in exchange rates on translation differences and intra-group financing arrangements. The net loss from abandoned operations did not change significantly in the 4<sup>th</sup> quarter of FY 2015-2016 (with it being recalled that the net loss of the abandoned activities for the nine first months of FY 2015-2016 represented a loss of EUR 26.3 million (refer in particular to Section 3.1 of this Second Update)).

Regarding the Electronics business segment, the Company also considers that the EBITDA margin (compared with the turnover) is in line with its previous forecast (refer to Section 13.2 of the First Update), namely 15%.

(in millions of euros)	31 March 2016* (estimated, unaudited)	31 December 2015* (unaudited)	31 March 2015* (restated unaudited)
Sales	237	172	180
<i>Of which Electronics</i>	232	168	172
<i>Of which Other activities</i>	5	4	8
Gross margin	61	42	28
Current operating income	12	8	(32)
Other operating expenses	(32)	(28)	(28)
Operating income	(19)	(20)	(59)

<b>Net income (Group share)</b>	<b>(72)</b>	<b>(69)</b>	<b>(259)</b>
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\* When applying IFRS 5 "Discontinued Operations", the consolidated income statement was restated for the Solar Energy business.

#### Financial information estimated for the year 2015-2016

For FY 2015-2016:

- Estimated **non-current assets** stood at 159.9 million euros, down slightly compared with the 161.8 million euros recorded in the financial statements at December 31, 2015, with the decrease resulting chiefly from the recurring depreciation and amortization recognized in the fourth quarter of FY 2015-2016. The value of the non-current assets that underwent impairment testing at the December 2015 close was not called into question;
- Estimated **cash and cash equivalents** declined by 2.7 million euros from 51.8 million euros at December 31, 2015 to 49.1 million euros at March 31, 2016;
- Estimated **gross debt** was stable at 218.9 million euros at March 31, 2016, compared with 217.5 million euros at December 31, 2015;
- Net equity** remained in negative territory at -7.1 million euros at March 31, 2016, compared with -0.8 million euros at December 31, 2015. This deterioration reflected the net loss recognized in the fourth quarter of FY 2015-2016 (2.6 million euros), the impact of exchange rate fluctuations on an intra-group loan covering capital expenditures and costs arising from the capital increases in progress.

(in millions of euros)	March 31, 2016 (estimated, unaudited)	December 31, 2015 (unaudited)	March 31, 2015 (published, audited)
Cash and cash equivalents	49	52	23
Non-current assets	160	162	204
Financial liabilities	219	218	173
Total consolidated equity	(7)	(1)	50

#### 9.2.2. Equity and debt at 31 March 2016 (estimated)

The information presented in this Section is according to the model recommended by the European Securities and Markets Authority dated 20 March 2013 (ESMA/2013/319, § 127) and common positions adopted by its members as of 15 December 2015 (ESMA/2015/1874, § 61), which will be applied to the prospectus for the capital increase with preferential subscription rights announced on 10 February 2016.

The Group's unaudited consolidated equity situation and that of the consolidated net financial debt estimated at 31 March 2016 are as detailed below:

<i>In EUR million (IFRS standards)</i>	<i>As of March 31, 2016 (estimated, unaudited)</i>
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<i>In EUR million (IFRS standards)</i>	<i>As of March 31, 2016 (estimated, unaudited)</i>
<b>1. Equity capital and financial debt</b>	
<b>Current financial debt</b>	
Approved	N/A
Guaranteed	54.9
Neither approved nor guaranteed	4.1
<b>Total</b>	<b>59.0</b>
<b>Non-current financial debt</b>	
Approved	N/A
Guaranteed	16.1
Neither approved nor guaranteed	143.9
<b>Total</b>	<b>160.0</b>
<b>Group's equity capital</b>	
<b>Capital</b>	23.1
Legal reserve	3.4
Other reserves	38.0
Net income	(71.7)
<b>Total</b>	<b>7.2</b>
<b>2. Net financial debt</b>	
A - Cash flow	49.1
B - Cash equivalents	N/A
C - Investment securities	N/A
<b>D - Cash assets (A+B+C)</b>	<b>49.1</b>
<b>E - Short-term financial debts</b>	N/A
F - Short-term bank debts	6.4
G - Portion of medium and long-term debts of less than one year	7.6
H - Other short-term debts	45.0
<b>I - Short-term current financial debts (F+G+H)</b>	<b>59.0</b>
<b>J - Short-term net financial debt (I-E-D)</b>	<b>9.9</b>
K - Bank loans over one year	45.3
L - Issued bonds	93.9
M - Other financial debts over one year	20.8
<b>N - Medium and long-term net financial debt (K+L+M)</b>	<b>160.0</b>
<b>O - Net financial debt (J+N)</b>	<b>169.9</b>

#### Recent developments in the Group's financial situation and prospects

The net proceeds of the Reserved Capital Increases of approximately €74.5 million completed on 2 May 2016 restore the Company's equity and strengthen its cash position.

#### Indirect or conditional debts

Despite the divestment of the solar energy business, as shown in Sections 5.2.1 of the Reference Document and the 2014-2015 annual financial report filed with the AMF on 10 June 2015 under number D.15-0587, and 4.1.2 of the First Update, there still remain some risks and obligations from the specific contractual guarantees that were made almost exclusively for the solar power projects, which fall under commitments and contingencies for a maximum total amount of €50 million.

#### 9.2.3. Statements on the net working capital

The information presented in this Section is according to the model recommended by the European Securities and Markets Authority dated 20 March 2013 (ESMA/2013/319, § 107), which will be applied to the prospectus for the capital increase with preferential subscription rights announced on 10 February 2016.

Given the completion of the Reserved Capital Increases for a total gross amount of approximately EUR 76.5 million on May 2, 2016 (see Section 20.9.2 of this Second Update), the Company is able to ensure the reimbursement of the bridge loans granted by Bpifrance Participations, CEA Investissement and Shin Etsu Handotai with a maturity date at the end of May 2016 (approximately EUR 50 million).

Given the completion of the Reserved Capital Increases for a total gross amount of approximately EUR 76.5 million on May 2, 2016 (see Section 20.9.2 of this Second Update), the Company certifies, as of the date of this Second Update, that its consolidated net working capital is sufficient to meet its obligations and operating cash requirements for the next twelve months.

## 12. Information on trends

### 12.1. Revenue for the first quarter of FY 2016-2017

Concerning the business activities of the first quarter of FY2016-2017, Soitec foresees for its Electronics division sales roughly in line, at constant exchange rate (revenue for the first quarter of fiscal 2016-2017 converted at the same exchange rate as the first quarter of the 2015-2016), with the first quarter revenue of 2015-2016 representing a sequential decline of approximately 15% compared to the fourth quarter of fiscal 2015- 2016.

### 12.2. Objectives and trends for FY 2016-2017 and thereafter

Concerning the Electronics activity in fiscal 2016-2017, growth in demand for radiofrequency (RF) applications and power electronics (Power) should be robust, offsetting the effects related to the end of the life cycle for PD-SOI products. If this were actually the case, the Company would aim to achieve higher Electronics sales growth over fiscal 2015-2016 (at constant exchange rates) and an EBITDA for the Electronics activity similar to that of fiscal 2015-2016 (refer to Section 13.3 of this Second Update).

Also, over the longer-term, Soitec plans on profiting from the promising prospects connected with the widespread adoption of FD-SOI by the semiconductor industry, and thus aims to benefit from the industrial production of 300 mm FD-SOI plates, providing the presently underutilized Bernin II plant could, with an investment estimated at €40 million produce over 500,000 FD-SOI plates annually based on the adoption of this technology. Soitec also seeks to take advantage of the additional capacity of 200 mm plates thanks to the outsourcing agreement signed with Simgui in China for production volumes reaching as high as 150,000 plates by the end of the fiscal 2017-2018, subject to obtaining the qualification of current customers (refer to Section 20.9 of the First Update). If the above objectives are reached, a significantly favorable impact on the entire Group's revenue and EBITDA could be gradually obtained starting in 2017-2018.

## 13. Estimated results for FY 2015-2016

This section presents estimated income statement indicators selected for the 2015-2016 fiscal year.

The estimated results contained in this Second Update received a favorable opinion from the Company's Audit and Risk Committee on 27 April 2016 before being approved by the Company's Board on 29 April 2016.

The estimated results for the 2015-2016 fiscal year were controlled by the Company's auditors, a report of which can be found in Section 13.4. of this Second Update.

The Company will subsequently determine the date of approval and release of its complete, audited financial statements for FY 2015-2016.

The Company points out that the estimated results presented in this Second Update have not been controlled or subjected to a limited review by the auditors. The Company can provide no assurance that its full verified account statements will be certified without qualification by the auditors.

### 13.1 Assumptions for determining the estimated results for FY 2015-2016

The estimated results for the year 2015-2016 were established on the basis of the following assumptions:

- The going concern principle is subject to the completion of the Capital Reserve Increase;<sup>1</sup>
- Costs related to the Reserved Capital Increase and the capital increase with preferential subscription rights and redemption of the OCEANE 2018 were recorded as a reduction of equity equal to the amount incurred on 31 March 2016 for €0.9 million;
- No further requirement to update the impairment tests on the non-current assets compared to the valuations made in the interim financial statements of 31 December 2015 (subject to recurring amortization amounting to €4.3 million in the 4<sup>th</sup> quarter of the 2015-2016 fiscal year), with the stipulation that in the Company's knowledge no event justifying such an updating has occurred since then;
- No further requirement to make significant adjustments from the interim financial statements of 31 December 2015 related to major risks the Company is exposed to as well as restructuring provisions and provisions on current assets.

### 13.2. Procedure for determining the estimated results for FY 2015-2016

The 2015-2016 estimated results were prepared as part of the standard accounting process used every month for the management reporting requirements, the average delay for the monthly financial information being six to seven days.

In principle, the operations and closure work result in the development of complete financial information provided to the market, (i.e. for the 2015-2016 period, the interim financial statements at 30 September 2015, the interim accounts at 31 December 2015, and the complete audited accounts at 31 March 2016), are the subject of more detailed financial information than the monthly numbers particularly in terms of impairment tests, valuation of pension liabilities, and tax assessments, requiring more time and longer production work. However, insofar as the Company released on 26 April 2016 an interim financial report for the first nine months of FY 2015-2016, the Company was able to anticipate most of the work involved in producing the financial information required to develop the estimated results presented in this Second Update.

For producing the estimated results at 31 March 2016, the standard closure procedure was accelerated to allow the presentation of this information in the Second Update. The main steps of this procedure are the following: updating the scope of consolidation; sending the instructions along with a detailed schedule to the subsidiaries; updating the average and closing exchange rates used for the financial information from subsidiaries; reconciling the inter-company balance sheet and income statement; receiving the financial statements from the subsidiaries; launching the audits of the subsidiaries; analytical review of information from the subsidiaries and validating the financial information; recording the consolidation entries; analytical review of the consolidated financial information according to management axes (each business unit's income statement, production margins by product line, and budget controls according to function, etc.); and corrective entries.

Audit work is in progress at the subsidiaries and at the consolidated Group level.

### 13.3. Estimated results for FY 2015-2016

For the 2015-2016 financial year, based on the assumptions and development procedures described above, the Company estimates that:

- the **gross margin** will amount to €60.8 million for fiscal 2015-2016 (25.6% of revenue), compared to €28 million (or 15.6% of revenue) for the previous year; it being recalled that the **consolidated revenue** for FY2015-2016 amounted to €237.5 million, an increase of 17% at constant exchange rates (2015-2016 revenue converted at the exchange rate of 2014-

<sup>1</sup> It is recalled that the Reserved Capital Increases were completed on 2 May 2016 for net proceeds of approximately €74.5 million.

2015) compared to the previous year;

- estimated **current operating income** will amount to €12.4 million for FY 2015-2016, compared with a loss of €31.8 million in the previous year;
- estimated **operating income** will amount to a loss of €19.4 million for FY 2015-2016, compared with a loss of €59.4 million in the previous year;
- estimated **net income** will amount to a loss of €71.7 million for FY 2015-2016, compared with a loss of €258.7 million in the previous year.

Regarding the Electronics business segment, the Company also considers that the EBITDA margin (compared with the turnover) is in line with its previous forecast, namely 15%, for FY 2015-2016.

#### 13.4. Statutory auditors report on the estimated results for FY 2015-2016

Mr Paul Boudre  
CEO  
SOITEC  
Chemin des Franques  
38190 Bernin

Dear Sir,

In our capacity as statutory auditors and in accordance with EC Regulation 809/2004, we hereby report on the consolidated net income estimates of the Soitec Group for the year ending 31 March 2016 included in section 13 of the Second Update of the reference document.

These estimates were prepared under your responsibility, under the provisions of EC Regulation 809/2004 and ESMA recommendations on earnings estimates.

On the basis of our work we come to a conclusion according to the terms required by Annex I, paragraph 13.2 of EC Regulation 809/2004, as to the adequacy of the preparation of these estimates.

We adhered to the procedures considered necessary according to the professional guidelines of the National Society of Auditors relating to this assignment. These included an assessment of the procedures implemented by management to establish the estimates as well as the implementation of procedures to ensure the accounting methods used are compliant with those that should be followed to establish the final accounts for the year ending 31 March 2016. We also gathered the information and explanations that we considered necessary to obtain reasonable assurance that the estimates were properly compiled on the stated basis.

We recall that, in the case of estimates that may be revised in the light of particular elements discovered or occurring after the issuance of this report, the final statements may vary from the estimates, and we do not express any opinion on the actual confirmation of those estimates.

In our opinion:

- The estimates were properly compiled on the stated basis;
- The accounting basis used for these estimates is consistent with the accounting policies that should be followed by the Soitec Group for preparing its consolidated financial statements for the year ending 31 March 2016.

This report is issued solely for the purpose of filing the Second Update to the reference document filed with the AMF and for the listing on a regulated market and/or a public offering of shares of Soitec in France, and in the other countries of the European Union in which the prospectus approved by the AMF would be required and may not be used in any other context.

Done in Lyon and Meylan, on 2 May 2016

The Statutory Auditors

Pricewaterhousecoopers Audit  
Nicolas Brunetaud

Cabinet MURAZ PAVILLET  
Christian Muraz



## 14. Administrative and Management Bodies and General Management

### 14.1. Information on the administrative and management bodies

#### 14.1.1. The Board of Directors

14.1.1.1. Composition and change of the board of Directors as at 2 May 2016

##### a/ Composition

Following the Annual General Meeting held on 11 April 2016 convened for the first time, and on 29 April 2016 for second time, and the realisation dated 2 May 2016 of the capital increases reserved for Bpifrance Participations, CEA Investment and NSIG Sunrise (refer to Section 20.9.2 of this Second Update) the Soitec's Board of Directors now consists of thirteen directors.

- Paul Boudre;
- Monica Beltrametti;
- Bpifrance Participations, represented by Thierry Sommelet;
- CEA Investissement, represented par Guillemette Picard;
- Laurence Delpy;
- Douglas Dunn;
- Nadine Foulon-Belkacémi;
- Christophe Gegout;
- Joël Karecki;
- Satoshi Onishi;
- Joseph Martin;
- Weidong Ren;
- Xi Wang.

On the day of publication, Paul Boudre is the only member of the Board of Directors holding an office in Executive Management.

The percentage of women on the Board of Directors is henceforth 23%.

##### b/ Terms of office

The term of office of elected members as of this date is four years; it expires at the end of the Annual General Meeting that rules on the financial statements for the year just ended and held in the year during which the members' offices expire. They will be eligible for re-election.

The table below shows the start and expiry dates of the terms of office of members of the Board of Directors:

Name	Date of 1st appointment	Current term of office start date	Term of office expiry date	Number of terms office
Paul Boudre	03/07/2012	03/07/2012	AGM for approving financial statements for the year ended 31/03/2016	1
Monica Beltrametti	11/04/2016	11/04/2016	AGM for approving financial statements for the year ended 31/03/2020	1
Bpifrance Participations	02/07/2013	02/07/2013	AGM for approving financial statements for the year ended 31/03/2017	1
CEA Investissement	20/04/2015	20/04/2015	AGM for approving financial statements for the year ended 31/03/2016	1
Laurence Delpy	11/04/2016	11/04/2016	AGM for approving financial statements for the year ended 31/03/2020	1
Douglas Dunn	09/07/2004	28/05/2014	AGM for approving financial statements for the year ended 31/03/2018	3
Nadine Foulon-Belkacémi	11/04/2016	11/04/2016	AGM for approving financial statements for the year ended 31/03/2020	1
Christophe Gégout	11/04/2016	02/05/2016	AGM for approving financial statements for the year ended 31/03/2020	1
Joël Karecki	20/01/2012	20/01/2012	AGM for approving financial statements for the year ended 31/03/2016	1
Joseph Martin	09/07/2004	28/05/2014	AGM for approving financial statements for the year ended 31/03/2018	3
Satoshi Onishi	10/07/2015	10/07/2015	AGM for approving financial statements for the year ended 31/03/2019	1
Weidong Ren	11/04/2016	02/05/2016	AGM for approving financial statements for the year ended 31/03/2020	1
Xi Wang	11/04/2016	02/05/2016	AGM for approving financial statements for the year ended 31/03/2020	1

#### 14.1.1.5. Directors' expertise and management experience

##### Monica Beltrametti

Since 1993, Monica Beltrametti has been the Research Director at Xerox. She is also Xerox Innovation's Vice-President since 2008.

Monica Beltrametti led the University of Alberta's IT Department from 1991 to 1993.



She holds a degree from the University of Munich in Astrophysics, after obtaining a Master's in physics at the University of Göttingen.

#### *Laurence Delpy*

Laurence Delpy has been with Alcatel-Lucent since 2002 becoming Director of Diversification and Government, Energy and Transport Sales to the Asia-Pacific region in 2014.

A French national, she has been living in China for many years.

Laurence Delpy is a graduate of the Ecole Supérieure de Gestion in Paris.

#### *Nadine Foulon-Belkacémi*

Nadine Foulon-Belkacémi is Director of Orange Group's North France Region since 2013.

Throughout her career, she has held a number of strategic positions in management, marketing and human resources for groups such as Alcatel and Essilor.

Nadine Foulon-Belkacémi graduated from Chimie Paris Tech at the *Ecole Nationale Supérieure de Chimie* of Paris.

#### *Christophe Gégout*

Mr Christophe Gégout is a French national. He is a graduate of the Ecole Polytechnique, of Sciences-Po in Paris, and of ENSAE, the National School of Statistics and Economic Administration. Between 2001 and 2003, he worked at various positions within the General Directorate of the Treasury then, between 2003 and 2007, he moved to the Budget Department.

Between April 2009 and December 2015, Mr Christophe Gégout served as CFO to the French Atomic Energy Commission (CEA), where he became Deputy CEO in September 2015. Since January 2010, he is also president of CEA Investments, a CEA subsidiary.

Starting in 2015, Mr Christophe Gégout also became a Director of NEOEN (renewable energies) and a permanent representative of CEA Investments to the company's Board of Directors.

#### *Guillemette Picard*

Ms. Guillemette Picard, Ph.D. serves as Investment Director, ENGIE New Ventures. Ms. Picard has 10 years of experience in technology development and financing in different energy areas. She worked at the European Investment Bank, on financing of projects comprising demonstration of new technologies. Her previous experience within Schlumberger based in the United States and in Europe included technology development and field deployment for sensors and data interpretation. She filed four patents in this area. She is a Member of Advisory Board of EnerTech Capital. She holds an Engineering degree from École Polytechnique and a Ph.D. from ESPCI ParisTech.

#### *Weidong Ren*

Mr Weidong Ren is a Chinese citizen. He is a graduate of Xi'an Institute of Post & Telecommunications with a degree in Information Technology and Communications, and holds an EMBA from Peking University in 2004.

He worked at Lucent Technologies for many years, and then Alcatel-Lucent until 2011 where, as Vice President, he participated in bringing in \$1.5 billion in revenue, meeting the company's quarterly revenue and profit objectives during 6 years.

From 2011 to 2013, he held the positions of M&A Director and member of the Investment Committee at Heaven-Sent Capital Co. Ltd., completing the acquisition of 100% of the shares of Steyr Motors GmbH with an industrial partner.

In 2013, he co-founded and became the CEO of China Fortune-Tech Capital Co. Ltd., specialized in Private Equity/Venture Capital and M&A activity in the semiconductor industry (until 2015).

In August 2015, Mr Weidong Ren co-founded National Silicon Industry Group, becoming its CEO.

#### *Xi Wang*

Mr Xi Wang is a Chinese national. He graduated from the University of Tsinghua, majoring in material science, and holds a Master's and a Doctorat's degree in material physics from the Shanghai Institute of Metallurgy.

Mr Xi Wang is president of Shanghai Simgui Technology Co. Ltd. Since 2004, he is CEO of the Shanghai Institute of Microsystems and Information Technology, since 2010 he is with the Chinese Academy of Science, and since December 2015 he is president of the National Silicon Industry Group.

### 14.1.2. The Executive Board

#### 14.1.2.1. The Executive Committee

The Executive Committee is current composed of eleven members:

- Paul Boudre, Chairman and CEO;
- Bernard Aspar, Director of the Communication and Power business unit;
- Rémy Pierre, Chief Financial Officer;
- Lionel Fabrizio, Human Resources Director;
- Jacques Elie Levy, Group Legal and Industrial Property Director;
- Christophe Maleville, Digital business unit Director;
- Laurent Maumet, Information Systems, Purchasing and Quality Director;
- Carlos Mazuré, Research and Development Director;
- Cyril Menon, Operations Manager;
- Thomas Piliszczuk, Sales and Marketing Director;
- Thierry Tron, Deputy Financial Officer.

### 14.2. Conflicts of interest in the Administrative and Management Bodies

#### 14.2.1. Independence of Directors

At the date hereof and since the appointment of three new directors at the General Meeting of Shareholders on 11 April 2016, the Board of Directors now includes Monica Beltrametti, Laurence Delpy, Nadine Foulon-Belkacémi, and Joseph Martin; four members fulfilling the requirements of independence set by the AFEP-MEDEF Code.

### 14.3. Decisions subject to prior approval of the Board

Following the adoption of the new rules of procedure by the Board of Directors of 29 April 2016, the following decisions are subject to the prior approval of the Board:

- Decisions to operate abroad by creating an establishment, direct or indirect subsidiaries, or through an equity participation, as well as decisions to withdraw from these locations, and
- Significant operations that may affect the Group's strategy or modify its financial structure or scope of activity, particularly merger and acquisition decisions.

Prior Board approval is required for the following, to the extent that their amount, individually or in aggregate exceeds €20 million:

- Acquire or sell holdings in any existing or future companies, participate in the creation of any companies, groups and organizations, or subscribe to any stock or bond issues;
- Grant exchanges, with or without consideration, affecting assets or securities;
- In cases of litigation, enter into settlements or accept any compromise, and
- grant securities on company assets.

Prior approval from the Board is required before incurring any expense or making any investment (including any acquisition or sale of fixed assets, it being specified that a project with several phases must be seen in its entirety) that is off-budget if the amount

exceeds €5 million, individually or together.

Prior Board approval is required for the following, to the extent that their cumulative amount, individually or in aggregate, exceeds €30 million:

- Granting or contracting any loans, borrowings, loans and advances, excluding leasing transactions or financing of equipment and facilities, and
- Acquiring or disposing of, by any means, all receivables.

Subject to the prior approval of the Board are decisions to launch any project likely to incur over the first five years of its implementation, investments, expenses, unbudgeted commitments, or responsibilities of over €50 million (individually or in the aggregate).

Subject to the prior approval of the Board are decisions related to (i) any transfer (by assignment, licensing or otherwise) of industrial property rights related to Soitec's core business (in including the Smart Cut™ technology) to a third party or (ii) on any cooperation agreement or commercial partnership (excluding agreements relating exclusively or almost exclusively to the sale of the Company's products in the ordinary course of business) generating annual revenue (or expenses, if any) estimated at over €7 million.

## 16. Operating of the administrative and Management Bodies

### 16.3. The Committees of the board of Directors

The Board of Directors has four committees whose organisation, functioning, and powers are defined in the Internal Regulations of the Board, the latest version of which was adopted by the Board of Directors at its meeting of 29 April 2016.

At the date hereof, the Board committees are composed as described below, it being stipulated that the appointments of Christophe Gégout, Weidong Ren and Wang Xi to these committees will be effective on the date their term of office as Company directors begins on 2 May 2016.

#### 16.3.1. The Strategy Committee

##### Composition and operating rules

The Strategy Committee comprises the following seven Directors:

- Bpifrance Participations, represented par Thierry Sommelet;
- Monica Beltrametti;
- Paul Boudre;
- Laurence Delpy
- Douglas Dunn;
- Christophe Gégout;
- Xi Wang.

#### 16.3.2. The Sensitive Strategic Issues Committee

The Sensitive Strategic Issues Committee decides on any project transfer (either through an assignment, the granting of a license, or otherwise) or any other proposed joint venture involving Smart Cut™ and to make recommendations to the Board in this regard. It consists of the following four directors:

- Bpifrance Participations, represented by Thierry Sommelet;
- Laurence Delpy;
- Nadine Foulon-Belkacemi;
- Christophe Gégout.

#### 16.3.3. The Audit and Risks Committee

##### Composition and operating rules

The Audit and Risks Committee comprises the following seven Directors:

- Bpifrance Participations, represented by Thierry Sommelet;
- Monica Beltrametti;
- Laurence Delpy;
- Nadine Foulon-Belkacemi;
- Christophe Gégout;
- Joseph Martin;
- Weidong Ren.

#### 16.3.4. The Remuneration and Appointments Committee

##### Composition and operating rules

The Remuneration and Appointments Committee comprises the following seven Directors:

- CEA Investissements, represented by Guillemette Picard;
- Monica Beltrametti;
- Laurence Delpy;
- Nadine Foulon-Belkacemi;
- Joël Karecki;
- Joseph Martin;
- Weidong Ren.

## 18. Main shareholders

### 18.1. Shareholding of the Company as at 2 May 2016

Following the completion of the Reserved Capital Increase described in Section 20.9.2 of this Second Update, the distribution of capital and the voting rights were as follows at 2 May 2016:

Shareholders	Number of shares	In % of capital	Voting rights**	In %
Bpifrance Participations	53 701 944	14,500%	53 701 944	14,055%
CEA Investissement	53 701 944	14,500%	53 701 944	14,055%
NSIG Sunrise*	53 701 944	14,500%	53 701 944	14,055%
André-Jacques Auberton-Hervé	5 324 949	1,438%	10 411 802	2,725%
The Auberton-Hervé Family	529 707	0,143%	1 059 414	0,277%
<i>The Auberton-Hervé Family Group</i>	<i>5 854 656</i>	<i>1,581%</i>	<i>11 471 216</i>	<i>3,002%</i>
Caisse des Dépôts et Consignation	8 641 629	2,333%	8 641 629	2,262%
Shin-Etsu Handotai Co Ltd.	4 452 599	1,202%	4 452 599	1,165%
Public	190 192 068	51,354%	196 412 276	51,406%
Auto-détenu	111 451	0,030%	-	-
<b>Total</b>	<b>370 358 235</b>	<b>100 %</b>	<b>382 083 552</b>	<b>100 %</b>

\* A wholly-owned subsidiary of National Silicon Industry Group.

\*\* Double voting rights are granted to all fully paid up shares which have been registered for at least two years in the name of the same shareholder.

## 20. Financial information: assets, financial position and results

### 20.1. Historical financial information

Pursuant to article 28 of Commission Regulation (EC) No 809/2004, the following information is incorporated by reference in this Second Update:

- the group consolidated financial statements as at March 31, 2013 and the corresponding auditors' reports presented on pages 85 et seq and on page 118 of the Registration Document filed with the French Financial Markets Authority on June 27, 2013 under the number D.13-0676;
- the group consolidated financial statements as at March 31, 2014 and the corresponding auditors' reports presented on pages 85 et seq and on page 120 of the Registration Document filed with the French Financial Markets Authority on May 13, 2014 under the number D.14-0518;
- the group consolidated financial statements as at March 31, 2015 and the corresponding auditors' reports presented on pages 77 et seq and on page 116 of the Registration Document filed with the French Financial Markets Authority on June 10, 2015 under the number D.15-0587;

Parts not included in these documents are either not relevant for the investor or covered elsewhere in the Registration Document. The Registration Documents mentioned above are available on the websites of the Company ([www.soitec.com](http://www.soitec.com)) and the French Financial Markets Authority ([www.amf-france.org](http://www.amf-france.org)).

## 20.3. Financial information

### 20.3.1 Consolidated financial statements for the first nine months of fiscal 2015-2016

#### Consolidated income statement

(in thousands of euros)	Notes	2015-2016*	2014-2015*
<b>Sales</b>	<b>6.1.6</b>	<b>171 675</b>	<b>115 446</b>
Cost of sales	-	(129 248)	(104 747)
<b>Gross profit</b>	<b>6.1.6</b>	<b>42 427</b>	<b>10 699</b>
Sales and marketing expenses	6.1.6	(6 660)	(5 904)
Research and development costs	7.4.2	(13 771)	(24 213)
Solar power plant project development costs	6.1.6	-	-
General and administrative expenses	6.1.6	(13 563)	(15 503)
<b>Recurring operating income/(loss)</b>	<b>6.1.6</b>	<b>8 432</b>	<b>(34 921)</b>
Other operating income	7.4.4	1 065	2 343
Other operating expenses	7.4.4	(29 233)	(3 783)
<b>Operating loss</b>	<b>-</b>	<b>(19 736)</b>	<b>(36 362)</b>
Financial income	-	2 325	1 996
Financial expense	-	(23,230)	(10 287)
<b>Net financial expense</b>	<b>-</b>	<b>(20 905)</b>	<b>(8 291)</b>
<b>Loss before tax</b>	<b>-</b>	<b>(40 641)</b>	<b>(44 653)</b>
Income Tax	7.4.5	(1 986)	(8)
Share of loss of equity-accounted companies	-	(207)	(2 583)
<b>Net loss from continuing operations</b>	<b>-</b>	<b>(42 834)</b>	<b>(47 244)</b>
<b>Net loss from discontinued operations</b>	<b>7.4.7</b>	<b>(26 256)</b>	<b>(67 983)</b>
<b>Consolidated net loss for the period</b>	<b>-</b>	<b>(69 091)</b>	<b>(115 227)</b>
Non-controlling interests	-	-	-
<b>Net loss (attributable to owners of the parent)</b>	<b>-</b>	<b>(69 091)</b>	<b>(115 227)</b>
Basic loss per share in euros	-	(0,30)	(0,51)
<i>Of which continuing operations</i>	-	(0,18)	(0,20)
<i>Of which discontinued operations</i>	-	(0,11)	(0,30)
Diluted loss per share in euros	-	(0,30)	(0,51)

<i>Of which continuing operations</i>	-	(0,18)	(0,20)
<i>Of which discontinued operations</i>	-	(0,11)	(0,30)

\* Pursuant to the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations, the consolidated income statement has been restated to reflect the activities of the Solar Energy business segment.

\* IFRIC 21 – Levies was applied with retroactive effect from April 1, 2015. As a result, the comparative data for the nine months ended December 31, 2014 have been restated to reflect income of 795 thousand euros, divided between cost of sales (660 thousand euros) and research and development costs (135 thousand euros).

#### Consolidated statement of comprehensive income

(in thousands of euros)	Notes	2015-2016*	2014-2015*
<b>Consolidated net loss for the period</b>	<b>6.1.4</b>	<b>(69 091)</b>	<b>(115 227)</b>
<i>Items of comprehensive income that may be reclassified to the income statement:</i>			
Exchange gains on conversion of foreign operations	6.1.4	18 851	4 615
<i>Items of total comprehensive income that may not be reclassified to the income statement:</i>			
Actuarial gains/(losses) on post-employment benefits	6.1.4	-	-
<b>Income and expenses recognized directly in equity</b>	<b>6.1.4</b>	<b>18 851</b>	<b>4 615</b>
<b>Total comprehensive loss for the period</b>	<b>6.1.4</b>	<b>(50 240)</b>	<b>(110 612)</b>
Non-controlling interests	6.1.4	-	-
<b>Total comprehensive loss for the period (attributable to owners of the parent)</b>	<b>6.1.1</b>	<b>(50 240)</b>	<b>(110 612)</b>

\* IFRIC 21 – Levies was applied with retroactive effect from April 1, 2015. As a result, the comparative data for the nine months ended December 31, 2014 have been restated. Since the consolidated net loss for the period was favorably impacted in an amount of 795 thousand euros, the comprehensive loss was impacted by the same amount.

#### Consolidated statement of financial position

<b>Assets</b> (in thousands of euros)	Notes	2015-2016	31 mars 2015
<b>Non-current assets:</b>			
Goodwill and intangible assets	7.3.1	4 323	8 842
Capitalized development projects	7.3.1	1 944	2 226
Property, plant and equipment	7.3.2	123 930	156 736
Solar power plant projects	7.3.2	-	1 600
Deferred tax assets	7.4.5	-	-
Investments in equity-accounted companies	-	-	-

Non-current financial assets	-	9 417	5 739
Other non-current assets	-	22 225	28 961
<b>Total non-current assets</b>	<b>-</b>	<b>161 839</b>	<b>204 104</b>
<b>Current assets:</b>			
Inventories	7.3.3	36 484	33 073
Trade receivables	7.3.4	36 455	43 812
Other current assets	-	20 221	18 894
Current financial assets	-	1 330	1 311
Cash and cash equivalents	7.4.4	51 757	22 911
<b>Total current assets</b>	<b>-</b>	<b>146 247</b>	<b>120 001</b>
Assets held for sale	7.3.6	21 827	69 435
Assets related to discontinued operations	7.3.6	6 259	-
<b>Total assets</b>	<b>-</b>	<b>336 172</b>	<b>393 540</b>

<b>Equity and liabilities</b> (in thousands of euros)	Notes	2015-2016	31 mars 2015
<b>Equity:</b>			
Share capital	6.1.4	23 132	23 119
Share premium	6.1.4	781 382	782 058
Treasury shares	6.1.4	(475)	(475)
Retained earnings	6.1.4	(813 239)	(737 473)
Other reserves	6.1.4	8 389	(17 270)
<b>Equity attributable to owners of the parent</b>	<b>6.1.4</b>	<b>(811)</b>	<b>49 958</b>
Non-controlling interests	6.1.4	-	-
<b>Total equity</b>	<b>6.1.4</b>	<b>(811)</b>	<b>49 958</b>
<b>Non-current liabilities:</b>			
Long-term debt	7.3.9	156 507	123 552
Deferred tax liabilities	7.4.5	-	-
Provisions and other non-current liabilities**	7.3.10	14 920	17 543
<b>Total non-current liabilities</b>	<b>-</b>	<b>171 427</b>	<b>141 095</b>
<b>Current liabilities:</b>			
Short-term debt	7.3.9	60 980	49 455
Trade payables	-	36 402	52 279

Provisions and other current liabilities**		40 820	83 902
<b>Total current liabilities</b>	<b>-</b>	<b>138 202</b>	<b>185 635</b>
Liabilities held for sale	7.3.6	-	16 852
Liabilities related to discontinued operations	7.3.6	27 354	-
<b>Total equity and liabilities</b>	<b>-</b>	<b>336 172</b>	<b>393 540</b>

\* IFRIC 21 – Levies was applied with retroactive effect from April 1, 2015. As a result, the comparative data at March 31, 2015 have been restated. Equity was positively impacted in an amount of 1,036 thousand euros, resulting in a corresponding reduction in the Group's tax liability, recorded in provisions and other current liabilities.

\*\* Restructuring provisions are analyzed in note 7.3.11 in Section 20.3.2. of this Second Update.

## Consolidated statement of changes in equity

(in thousands of euros)	Number of shares	Share capital	Share premium	Treasury shares	Retained earnings	Other reserves	Equity attributable to owners of the parent	Non-controlling interests	Total equity
<b>31 mars 2014</b>	<b>172 580 795</b>	<b>17 258</b>	<b>704 158</b>	<b>(478)</b>	<b>(503 453)</b>	<b>3 077</b>	<b>220 562</b>	<b>-</b>	<b>220 562</b>
<b>Items of total comprehensive income/(loss) that may be reclassified to the income statement:</b>									
Exchange gains/(losses) on conversion of foreign operations	-	-	-	-	11 145	(6 530)	4 615	-	4 615
<b>Items of total comprehensive income/(loss) that may not be reclassified to the income statement:</b>									
Actuarial gains/(losses) on post-employment benefit obligations	-	-	-	-	-	-	-	-	-
<b>Total income and expenses for the period recognized directly in equity</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11 145</b>	<b>(6 530)</b>	<b>4 615</b>	<b>-</b>	<b>4 615</b>
Net loss for the period – Continuing operations	-	-	-	-	(44 661)	-	(44 661)		(44 661)
Net loss for the period – Discontinued operations	-	-	-	-	(70 566)	-	(70 566)		(70 566)
<b>Total comprehensive loss for the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(115 227)</b>	<b>(6 530)</b>	<b>(110 612)</b>		<b>(110 612)</b>
<b>Share capital and additional paid-in capital</b>									
Exercise of stock options and/or free share awards	561 695	56	-	-	(56)	-	-	-	-
Capital increase	51 942 942	5 194	77 915	-	-	-	83 110		83 110
Net capital increase costs	-	-	(3 658)	-	-	-	(3 658)		(3 658)
<b>Other items</b>									
Treasury share transactions	-	-	-	3	-	-	3		3
Share-based payments	-	-	-	-	273	-	273		273
Other items					(107)	-	-107		-107
<b>31 December 2014*</b>	<b>225 085 432</b>	<b>22 509</b>	<b>778 416</b>	<b>(475)</b>	<b>(607 425)</b>	<b>(3 453)</b>	<b>189 571</b>		<b>189 571</b>
Impact of IFRIC 21	-	-	-	-	(115)		(115)		(115)
<b>31 December 2014*</b>	<b>225 085 432</b>	<b>22 509</b>	<b>778 416</b>	<b>(475)</b>	<b>(607 540)</b>	<b>(3 453)</b>	<b>189 456</b>		<b>189 456</b>

\* Pursuant to the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations, the loss recognized at December 31, 2014 has been allocated to continuing operations and discontinued operations, as appropriate.

\* IFRIC 21 – Levies was applied with retroactive effect from April 1, 2015. As a result, the comparative data at December 31, 2014 have been restated. Equity was positively impacted in an amount of 680 thousand euros, reflecting an increase of 795 thousand euros corresponding to income for the period and a decrease of 115 thousand euros corresponding to reserves. The income portion is included in net loss for the period from continuing operations.

(in thousands of euros)	Number of shares	Share Capital	Share premium	Treasury shares	Retained earnings	Other reserves	Equity attributable to owners of the parent	Non-controlling interests	Total equity
<b>31 March 2015</b>	<b>231 188 426</b>	<b>23 119</b>	<b>782 058</b>	<b>(475)</b>	<b>(737 473)</b>	<b>(17 270)</b>	<b>49 958</b>	<b>-</b>	<b>49 958</b>
<b>Items of total comprehensive income/(loss) that may be reclassified to the income statement:</b>									
Exchange gains/(losses) on conversion or foreign operations	-	-	-	-	(4 107)	(1 350)	(5 457)	-	(5 457)
Exchange gains/(losses) on conversion or foreign operations – reclassified to the income statement	-	-	-	-	(18 609)	42 917	24 308	-	24 308
<b>Items of total comprehensive income/(loss) that may not be reclassified to the income statement:</b>									
Actuarial gains/(losses) on retirement benefit obligations	-	-	-	-	-	-	-	-	-
<b>Total income and expenses for the period recognized directly in equity</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(22 716)</b>	<b>41 567</b>	<b>18 851</b>	<b>-</b>	<b>18 851</b>
Net loss for the period – Continuing operations	-	-	-	-	(42 835)	-	(42 835)	-	(42 835)
Net loss for the period – Discontinued operations	-	-	-	-	(26 256)	-	(26 256)	-	(26 256)
<b>Total comprehensive income/(loss) for the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(91 807)</b>	<b>41 567</b>	<b>(50 240)</b>	<b>-</b>	<b>(50 240)</b>
<b>Share capital and additional paid-in capital</b>									
Exercise of stock options and/or free shares awards	135 758	14	-	-	(14)	-	-	-	-
ABSAAR redeemable warrants	-	-	(675)	-	-	-	(675)	-	(675)
Capital increase	-	-	-	-	-	-	-	-	-
Net capital increase costs	-	-	(1)	-	-	-	(1)	-	(1)
<b>Changes in scope of consolidation</b>									
Transfer of all of the assets and liabilities of Soitec Specialty Electronics	-	-	-	-	15 930	(15 930)	-	-	-
<b>Other items</b>									
Share-based payments	-	-	-	-	(254)	-	(254)	-	(254)
Other	-	-	-	-	-	402	402	-	402
<b>31 December 2015</b>	<b>231 324 184</b>	<b>23 132</b>	<b>781 382</b>	<b>(475)</b>	<b>(813 239)</b>	<b>8 389</b>	<b>(811)</b>	<b>-</b>	<b>(811)</b>

## Consolidated statement of cash flows

(in thousands of euros)	Notes	2015-2016*	2014-2015*
Net loss from continuing operations	6.1.1	(42 834)	(47 244)
Net loss from discontinued operations	6.1.1-7.4.7	(26256)	(67 983)
<b>Consolidated net loss for the period</b>	<b>6.1.1</b>	<b>(69 091)</b>	<b>(115 227)</b>
<b>Elimination of non-cash items:</b>			
Share of profit/(loss) of equity-accounted companies	6.1.1	207	2 583
(Reversal)/Impairment of investments in equity-accounted companies	-	-	-
Depreciation and amortization expenses	7.4.3	20665	25 835
Impairment of non-current assets and accelerated depreciation/amortization	7.3.1 - 7.3.2	20 283	572
Provisions, net	-	(1354)	(377)
Provision for retirement benefit obligations	-	396	317
Proceeds from disposal of assets	-	(28)	(3 297)
Change in taxes	7.4.5	1986	8
Net financial income	-	20904	8 296
Share-based payments	7.3.8	(254)	28
Impact of IFRIC 21 (included in operating income/loss)	-	-	(795)
Non-cash items relating to discontinued operations	-	(11747)	30 169
<b>Total non-cash items</b>	<b>-</b>	<b>51 057</b>	<b>63 340</b>
<i>Of which continuing operations</i>	<i>-</i>	<i>62 804</i>	<i>33 170</i>
<b>EBITDA</b>	<b>-</b>	<b>(18033)</b>	<b>(51 887)</b>
<i>Of which continuing operations</i>	<i>-</i>	<i>19970</i>	<i>(14 073)</i>
<b>Increase/(decrease) in cash relating to:</b>			
Inventories	-	(8 973)	(8 599)
Trade receivables	-	(2 061)	13 798
Other receivables	-	(1 395)	6 367
Trade payables	-	(10 641)	3 631
Other liabilities	-	3 694	7 975
Change in working capital related to discontinued operations	-	20 707	36 852

<b>Change in working capital</b>	-	<b>1 331</b>	<b>60 025</b>
<i>Of which continuing operations</i>	-	<i>(19 376)</i>	<i>23 173</i>
<b>Net cash generated by/(used in) operating activities</b>	-	<b>(16 702)</b>	<b>8 138</b>
<i>Of which continuing operations</i>	-	<i>594</i>	<i>9 100</i>
Purchases of intangible assets	-	(473)	(369)
Purchases of property, plant and equipment	-	(4 934)	(5 903)
Proceeds from sales of intangible assets and property, plant and equipment	-	312	5 706
(Acquisition) and disposal of financial assets (1)	-	(827)	(4 115)
Capital contribution to an equity-accounted company	-	-	(2 521)
Investment/divestment flows related to discontinued operations (2)	-	32 222	(16 465)
<b>Net cash generated by/(used in) investing activities</b>	-	<b>26 301</b>	<b>(23 667)</b>
<i>Of which continuing operations</i>	-	<i>(5 921)</i>	<i>(7 202)</i>
Proceeds from shareholders: capital increase and exercise of stock options (3)	-	474	79 450
ABSAAR redeemable warrants	-	(675)	-
Issuance of debts (4)	7.3.10	65 427	11 000
Drawdowns of credit lines	7.3.10	173	7 200
Repayment of borrowings (including financing leases) (5)	7.3.10	(23 687)	(99 936)
Interest received	-	95	4 255
Interest paid	-	(5 232)	(10 059)
Financing flows related to discontinued operations (6)	-	(17 183)	3 504
<b>Net cash generated by/(used in) financing activities</b>	-	<b>19 393</b>	<b>(4 586)</b>
<i>Of which continuing operations</i>	-	<i>36 576</i>	<i>(8 090)</i>
Effects of exchange rate fluctuations	-	(146)	3 800
<b>Change in net cash</b>	-	<b>28 846</b>	<b>(16 315)</b>
<i>Of which continuing operations</i>	-	-	-
Cash at beginning of the period	-	22 911	44 728
Cash at end of the period	-	51 757	28 413

\* Pursuant to the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations, the consolidated



statement of cash flows has been restated to reflect the activities of the Solar Energy business segment, classified under discontinued operations (see note 7.1 in Section 20.3.2. of this Second Update).

\* IFRIC 21 – Levies was applied with retroactive effect from April 1, 2015. As a result, the comparative data for the nine months ended December 31, 2014 have been restated. A 795 thousand euro positive impact was recognized in net loss from continuing operations, with a corresponding entry in non-cash items on the "Impact of IFRIC 21" line.

(1) Acquisitions and sales of financial assets are mainly composed of:

- Non-consolidated investments acquired in the entities Exagan (600 thousand euros) and Technocom (325 thousand euros) during the first nine months of fiscal 2015-2016.
- Restricted cash totaling 134 thousand euros at December 31, 2015. During the first half of fiscal 2014-2015, the Group deposited 7,159 thousand euros into an escrow account as a performance guarantee for the Touwsrivier project.
- Security deposit: in the first half of fiscal 2013-2014, the Group paid a security deposit of 11,850 thousand euros relating to the construction of the Touwsrivier solar energy plant. In the first nine months of fiscal 2014-2015, this deposit was partially reimbursed, for an amount of 1,300 thousand euros. In December 2015, the Group reimbursed a further 2,000 thousand euros of this deposit.

(2) Investment flows relating to discontinued operations mainly correspond to the items described below.

- For the first nine months of fiscal 2015-2016: 26,686 thousand euros received on the sale of the San Diego plant, 1,895 thousand euros on the sale of San Diego equipment, and 1,334 thousand euros on the sale of equipment at the Freiburg plant, along with 2,212 thousand euros received on the sale of the Rians (France) and Poggio Santa Lucia (Italy) solar power plants, and 47 thousand euros on the sale of the Thémis (France) solar power plant.
- For the first nine months of fiscal 2014-2015: the cost of acquiring the joint venture with Reflexite (5,727 thousand euros) and capital contributions by the Group to equity-accounted companies (2,247 thousand euros of additional investment in the joint venture CPV Power Plant No. 1).

(3) During the nine months ended December 31, 2015, the amount of 474 thousand euros concerns payments made in respect of the capital increase of March 10, 2015. During the previous fiscal period, the capital increase of July 22, 2014 generated proceeds of 79,880 thousand euros, net of 3,229 thousand euros in issuance costs.

(4) The issuance of debt includes:

- In the nine months ended December 31, 2015, the issuance of a new loan in an amount of 53,880 thousand euros as part of the conciliation procedure approved by the Grenoble Commercial Court on May 5, 2015, the signature of a new finance lease for an amount of 11,000 thousand euros and the establishment of a short-term financing facility for 547 thousand euros.
- In the nine months ended December 31, 2014, the drawdown of a new credit line in an amount of 7,200 thousand euros and the signature of a finance lease agreement for 11,000 thousand euros.

(5) Repayments of borrowings include:

- In the nine months ended December 31, 2015, the repayment of a new loan (11,903 thousand euros), credit lines (4,887 thousand euros), finance lease liabilities (4,800 thousand euros) and a short-term financing facility (2,096 thousand euros). In the nine months ended December 31, 2014, the repayment of the balance on OCEANE 2014 bonds (83,000 thousand euros), the repayment of credit lines (12,297 thousand euros) and the repayment of the finance lease liability (5,117 thousand euros).

(6) Cash flows related to discontinued operations mainly include:

In the nine months ended December 31, 2015, the repayment of the debt relating to the San Diego plant (sold during the first half of fiscal 2015-2016) for an amount of 16,281 thousand euros and the repayment of the debt relating to the acquisition of shares held by Reflexite for an amount of 1,126 thousand euros.

- In the nine months ended December 31, 2014, the funding of the acquisition of shares held by Reflexite in the joint venture Reflexite Soitec Optical Technology for an amount of 4,889 thousand euros.

## Segment reporting

The Group operates in three business segments:

- Production and marketing of substrates and components for the microelectronics industry (Electronics).
- Development of materials for the production of light-emitting diodes and sale of equipment (Other Activities). Despite the sale of Group subsidiary Altatech in fiscal 2015-2016, the assets of the CGU have not been classified as held for sale as they are not material relative to the Group's consolidated statement of financial position.
- Production and marketing of concentrator photovoltaic modules; design and construction of turnkey photovoltaic projects; and operation of photovoltaic installations (Solar Energy). Due to uncertainty as regards the timeframe for the sale of the assets relating to the solar power plant in Touwsrivier, South Africa (equity-accounted investments, the financial receivable relating to one of the shareholders of the solar power plant and the security deposit relating to the bond), Soitec had decided not to continue recognizing them in assets held for sale, but rather to classify them under continuing operations in September 2015. As explained in Section 9.1. of this Second Update, two of these assets have been recognized again as assets held for sale in December 2015. All the other items in this business segment are now classified under discontinued operations.

The EBITDA figure reported in the segment analysis table represents the operating loss (EBIT) before depreciation, amortization, impairment, non-cash items relating to share-based payments and changes in provisions relating to current assets and in provisions for liabilities and charges. This indicator is a non-IFRS quantitative measure of the Group's capacity to generate cash flows from its operating activities. The Group believes that reporting this indicator is useful to investors and other stakeholders involved in the evaluation of manufacturing companies. EBITDA is not defined within the scope of IFRS and should not be considered as an alternative to any other financial indicator.

The key segments figures as follows:

- Breakdown of income

(in thousands of euros)	31 December 2015*		
	Electronics	Other activities	Solar Energy
<b>Sales</b>	167 762	3 913	<b>171 675</b>
<b>Gross profit/(loss)</b>	<b>42 690</b>	<b>(263)</b>	<b>42 427</b>
<i>Gross research and development costs</i>	(31 238)	(3 874)	(35 112)
<i>Sales of prototypes and other income</i>	4 268	-	4 268
<i>Grants and repayable advances</i>	16 866	207	17 073
<b>Net research and development costs</b>	<b>(10 104)</b>	<b>(3 667)</b>	<b>(13 771)</b>
<b>Sales and marketing expenses</b>	<b>(4 000)</b>	<b>(2 660)</b>	<b>(6 660)</b>
<b>General and administrative expenses</b>	<b>(12 893)</b>	<b>(670)</b>	<b>(13 563)</b>

Solar power plant project development costs			-
<b>Recurring operating income/(loss)</b>	<b>15 692</b>	<b>(7 259)</b>	<b>8 433</b>
<b>Net income/(loss) from discontinued operations</b>	<b>-</b>	<b>-</b>	<b>-</b>
Other operating income	-	1 065	1 065
Other operating expenses	(26 652)	(2 581)	(29 233)
<b>Other operating income and expenses, net</b>	<b>(26 652)</b>	<b>(1 516)</b>	<b>(28 168)</b>
<b>EBIT</b>	<b>(10 961)</b>	<b>(8 775)</b>	<b>(19 736)</b>
Depreciation and amortization expenses	19 408	1 255	20 663
Impairment of non-current assets and accelerated depreciation/amortization	20 462	(180)	20 282
Share-based payments	(236)	(18)	(254)
(Reversal)/Impairment of investments in equity-accounted companies			-
Provisions, net	(1 749)	397	(1 352)
Provision for retirement benefit obligations	396	-	396
Gains/(losses) on disposal of assets	(27)	-	(27)
Non-cash items relating to discontinued operations		(38 004)	(38 004)
<b>EBITDA</b>	<b>27 292</b>	<b>(7 322)</b>	<b>(38 004)</b>
			<b>(18 033)</b>

\* Pursuant to the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations, the consolidated income statement has been restated to reflect the activities of the Solar Energy business segment, classified under discontinued operations (see note 7.1 of Section 20.3.2. of this Second Update).

	31 December 2014 *		
(in thousands of euros)	Electronics	Other activities	Solar Energy
Sales	111 876	3 570	
<b>Gross profit</b>	<b>10 084</b>	<b>615</b>	<b>10 699</b>
Gross research and development costs	(32 261)	(5 773)	(38 034)
Sales of prototypes and other income	4 220	243	4 463
Grants and repayable advances	8 885	473	9 358
<b>Net research and development costs</b>	<b>(19 156)</b>	<b>(5 057)</b>	<b>(24 213)</b>
<b>Sales and marketing expenses</b>	<b>(3 980)</b>	<b>(1 924)</b>	<b>(5 904)</b>

General and administrative expenses	(14 684)	( 820)	(15 504)
<b>Solar power plant project development costs</b>			<b>-</b>
<b>Recurring operating loss</b>	<b>(27 734)</b>	<b>(7 187)</b>	<b>(72 163)</b>
<b>Net income/(loss) from discontinued operations</b>			<b>-</b>
Other operating income	2 343	-	2 343
Other operating expenses	(3 783)	-	(3 783)
<b>Other operating income and expenses, net</b>	<b>(1 440)</b>	<b>-</b>	<b>(1 440)</b>
<b>EBIT</b>	<b>(29 174)</b>	<b>(7 187)</b>	<b>(72 163)</b>
			<b>(108 524)</b>
Depreciation and amortization expenses	24 608	1 229	25 837
Impairment of non-current assets and accelerated depreciation/amortization	532	45	577
Share-based payments	26	2	28
(Reversal)/Impairment of investments in equity-accounted companies			-
Provisions, net	(480)	104	(376)
Provision for retirement benefit obligations	317	-	317
Gains/(losses) on disposal of assets	(3 325)	29	(3 296)
Impact of IFRIC 21	(795)	-	(795)
Non-cash items relating to discontinued operations			34 349
<b>EBITDA</b>	<b>(8 294)</b>	<b>(5 779)</b>	<b>(37 814)</b>
			<b>(51 887)</b>

\* Pursuant to the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations, the consolidated income statement has been restated to reflect the activities of the Solar Energy business segment, classified under discontinued operations (see note 7.1).

\* IFRIC 21 – Levies was applied with retroactive effect from April 1, 2015. As a result, the comparative data for the nine months ended December 31, 2014 have been restated. A 795 thousand euro positive impact was recognized in income, within cost of sales (660 thousand euros) and gross research and development costs (135 thousand euros).

- Breakdown of assets and liabilities

	31 December 2015		
(in thousands of euros)	Electronics	Other activities	Solar Energy
Intangible assets, net	6 267	-	-
Of which goodwill		-	-

Property, plant and equipment, net	123 934	(3)	-	123 931
Non-current financial assets	6 361	-	3 057	9 418
Investments in equity-accounted companies	-	-	-	-
<b>Non-current assets (1)</b>	<b>136 562</b>	<b>(3)</b>	<b>3 057</b>	<b>139 616</b>
Inventories	34 466	2 017	-	36 483
Trade receivables	34 678	1 771	-	36 449
Current financial assets	887	443	-	1 330
Other current assets	19 624	596	-	20 220
<b>Current assets (2)</b>	<b>89 655</b>	<b>4 827</b>	<b>-</b>	<b>94 482</b>
Trade payables (5)	35 291	1 112	-	36 403
Other current and non-current liabilities (6)	52 572	3 168	-	55 740
<b>Current and non-current liabilities (3)</b>	<b>87 863</b>	<b>4 280</b>	<b>-</b>	<b>92 143</b>
Assets held for sales (a)			27 816	27 816
Liabilities held for sale (b)			24 618	24 618
<b>Net assets held for sales (4 = a - b)</b>			<b>3 198</b>	<b>3 198</b>
<b>Capital employed (1) + (2) - (3) + (4)</b>	<b>138 354</b>	<b>544</b>	<b>6 255</b>	<b>145 153</b>

Pursuant to the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations, the consolidated income statement has been restated to reflect the activities of the Solar Energy business segment, classified under discontinued operations (see note 7.1 of Section 20.3.2. of this Second Update).

Current and non-current financial assets were included in the segment statement of financial position at December 31, 2015 and December 31, 2014.

Non-current financial assets for the Solar segment (3,057 thousand euros) chiefly concern a net security deposit relating to bonds in South Africa, in an amount of 2,739 thousand euros.

	31 December 2014*			
(in thousands of euros)	Electronics	Other activities	Solar Energy	Total
Intangible assets, net	10 847	2 299	-	13 146
<i>Of which goodwill</i>				
Property, plant and equipment, net	174 422	2 398	-	176 820

Non-current financial assets	5 212	-	-	5 212
Investments in equity-accounted companies	-	-	7 131	7 131
<b>Non-current assets (1)</b>	<b>190 481</b>	<b>4 697</b>	<b>7 131</b>	<b>202 309</b>
Inventories	28 084	3 878	-	31 962
Trade receivables	17 169	614	11 337	29 120
Current financial assets	7 832	450	17 785	26 067
Other current assets	14 806	178	-	14 984
<b>Current assets (2)</b>	<b>67 891</b>	<b>5 120</b>	<b>29 122</b>	<b>102 133</b>
Trade payables (5)	34 539	1 837	-	36 376
Other current and non-current liabilities (6)	59 308	5 309	-	64 617
<b>Current and non-current liabilities (3)</b>	<b>93 847</b>	<b>7 146</b>	<b>-</b>	<b>100 993</b>

Assets held for sales (a)	139 132	139 132
Liabilities held for sale (b)	17 635	17 635
<b>Net assets held for sale (4 = a - b)</b>	<b>121 497</b>	<b>121 497</b>

<b>Capital employed (1) + (2) - (3) + (4)</b>	<b>164 525</b>	<b>2 671</b>	<b>157 750</b>	<b>324 946</b>
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The equity-accounted investments correspond to the 20%-owned subsidiary CPV Power Plant No.1 Ltd (Touwsrivier) and its subsidiary CPV Bond.

The trade receivable of 11,337 thousand euros recognized by the Solar Energy business segment related to one of the shareholders of the Touwsrivier solar power plant was reclassified as held for sale at December 31, 2015.

\* Pursuant to the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations, the other items in the Solar Energy business segment were removed from the consolidated statement of financial position at December 31, 2014.

\* IFRIC 21 – Levies was applied with retroactive effect from April 1, 2015. As a result, the comparative data at December 31, 2014 have been restated. The 115 thousand euro impact on reserves gave rise to a corresponding reduction in the Group's tax liability, included on the "Other current and non-current liabilities" line.

- Breakdown of revenue

Revenue by segment and sub-segment breaks down as follows:

(in thousands of euros)	31 December 2015*	31 December 2014*
SOI 300mm	35 602	28 333

<i>Small diameters</i>	128 047	78 706
<i>Specialty Electronics</i>		2 258
<i>Royalties</i>	4 113	2 578
<b>Total Electronics</b>	<b>167 762</b>	<b>111 875</b>
<i>Equipment</i>	2 603	1 955
<i>Lighting</i>	1 310	1 616
<b>Total other activities</b>	<b>3 913</b>	<b>3 571</b>
<b>Total revenue</b>	<b>171 675</b>	<b>115 446</b>

\* Pursuant to the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations, the Solar Energy business segment's revenue has been reclassified to net income/(loss) from discontinued operations (see note 7.4.7 of Section 20.3.2. of this Second Update).

## 20.3.2. Notes to the consolidated financial statements for the nine months ended December 31, 2015

### 7.1 Overview of the company and business activity

Soitec S.A is a *société anonyme* incorporated under French Law and listed on Euronext Paris, compartment B. Soitec S.A and its subsidiaries are hereinafter referred to as “the Group”. Soitec S.A is hereinafter referred to as “the Company”.

The Group operates in three business segments:

- Electronics

This business segment includes the Group's historic activities in the semiconductor industry, as well as its research and development projects relating to III-V materials, which were previously included within the Solar Energy and Lighting business segments, and support function costs, which were previously reported separately in the Corporate segment. It no longer includes the Group's equipment manufacturing and sales activity, performed by its subsidiary Altatech, which is now reported in the Other Activities business segment.

This business segment includes two CGUs: SOI 300mm and SOI 200mm.

- Other Activities

Lighting CGU: markets lighting solutions based on light-emitting diodes (LEDs) for clients managing tertiary, commercial and industrial buildings.

Equipment CGU: designs and sells equipment mainly intended for the semiconductor industry. At December 31, 2015, the Company was in negotiations to sell its subsidiary, Altatech. The sale was completed on March 29, 2016. The value of Altatech's net assets was tested for impairment based on the sale price proposed by the buyer. Altatech's assets and liabilities were not

classified as held for sale at December 31, 2015 since the impacts on the consolidated statement of financial position were not deemed material.

- Solar Energy

This business segment includes discontinued operations and assets retained in continuing operations.

Since December 2009, when the Group acquired Soitec Solar GmbH (formerly Concentrix Solar GmbH), the Group had manufactured and sold concentrator photovoltaic modules and designed and built turnkey solar power plant installations with a view to their sale or operation. Following a decision by the Board of Directors, announced in a press release in January 2015, at the end of fiscal 2014-2015 the Group launched a major restructuring of its Solar Energy business segment and took steps to realize the value of certain assets, with a view to disposing of this segment in the short term.

#### Continuing operations: assets relating to the solar power plant in Touwsrivier (South Africa)

Due to uncertainty as regards the timeframe for their sale, at September 30, 2015, Soitec decided not to continue recognizing these assets as held for sale, where they had been classified at March 31, 2015. However, as a sale within 12 months is now probable, two of these assets have been reclassified as held for sale:

- The equity-accounted investments in 20%-owned subsidiary CPV Power Plant No.1 Ltd, and its subsidiary CPV Bond.
- Trade receivables relating to one of the shareholders of the solar power plant.

The security deposit relating to the bond, for which the Company does not currently have a sale plan that is likely to materialize in the short term, continues to be classified within non-current financial assets.

#### Discontinued operations

In August 2015, the termination of negotiations with ConcenSolar led the Group to wind up all of its production and research and development activities in San Diego (US) and Freiburg (Germany), and to initiate the sale of the Solar Energy business segment's remaining assets. The disposal became effective at the September 30, 2015 period-end.

##### 7.1.1 Accounting policy

##### 7.1.2 Basis of preparation of the financial statements

- Basis of preparation

The Group's condensed interim consolidated financial statements for the first nine months of fiscal 2015-2016 have been prepared in accordance with IAS 34 – Interim Financial Reporting.

These interim consolidated financial statements do not include all of the information and notes required for a complete set of annual financial statements and should therefore be read in conjunction with the Group's consolidated financial statements for the year ended March 31, 2015.

The Group's consolidated financial statements for the year ended March 31, 2015 are available on request from the Company's head office, located at Parc Technologique des Fontaines, Bernin (38190), France, or on its website [www.soitec.com](http://www.soitec.com).

- Accounting policies

The accounting policies and bases for measurement used by the Group in the preparation of the condensed interim consolidated financial statements for the nine months ended December 31, 2015 are the same as those used to prepare the Group's consolidated financial statements for the year ended March 31, 2015, with the exception of the items presented below and the recognition method for income tax, the amount of which is provided for in the interim consolidated financial statements based on the best estimate of the annual tax rate expected to apply to the fiscal year as a whole.

The Group has applied the standards, amendments and interpretations detailed below, which have been adopted by the European Union and whose application is mandatory for financial periods beginning on or after April 1, 2015:

- Amendment to IAS 19 – Defined Benefit Plans: Employee Contributions.
- Improvements to IFRS – 2010-2012 Cycle.
- Improvements to IFRS – 2011-2013 Cycle.
- IFRIC 21 – Levies.

Of these new and amended standards, only IFRIC 21 – Levies had an impact on the condensed interim consolidated financial statements for the nine months ended December 31, 2015.

The Group has elected not to early adopt the standards, amendments and interpretations whose application is optional at December 31, 2015, such as IFRS 9 and IFRS 15.

The potential impact of these standards, amendments and interpretations that have not been early adopted by the Group is currently being assessed.

#### • Significant accounting judgments and estimates

The preparation of financial statements requires Group Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, as well as the disclosures in certain notes as of the reporting date, and the reported amounts of income and expenses for the period.

The judgments, estimates and assumptions are made on the basis of information available at the reporting date.

The accounting policies and bases for measurement used by the Group in the preparation of the condensed interim consolidated financial statements for the nine months ended December 31, 2015 are the same as those used to prepare the Group's consolidated financial statements for the year ended March 31, 2015, with the exception of the recognition method for income tax, the amount of which is provided for in the interim financial statements based on the best estimate of the annual tax rate expected to apply to the fiscal year as a whole.

#### 7.2.2 Significant events of the period

During the first nine months of fiscal 2015-2016, the Group continued its strategy to redirect its focus toward its core Electronics segment and carry out restructuring measures with a view to realizing the value of certain Solar Energy assets and disposing of this segment in the short term.

In August 2015, the termination of negotiations with ConcenSolar led the Group to wind up all of its production, research and development activities in San Diego (US) and Freiburg (Germany), and to initiate the sale of the Solar Energy business segment's remaining assets. The disposal became effective at the interim period-end. As a result, pursuant to IFRS 5, net income/loss from discontinued operations is presented on a separate line of the consolidated income statement.

The Company increased its available cash as part of a conciliation procedure that resulted in the granting of loans for an amount of 54 million euros in May 2015. The Company is gradually withdrawing from its Solar Energy activities in accordance with the agreed plan.

The Group sold four solar power plants and the San Diego industrial plant during the period. Soitec also repaid the 18 million US dollar loan related to the refinancing of the plant. These amounts were classified under assets and liabilities held for sale at March 31, 2015.

The Group sold Soitec Phoenix Labs in the US, generating (i) a cash outflow of 1.4 million US dollars due to repayment of the current account and (ii) non-operating income of 1.6 million US dollars.

#### 7.2.3 Consolidation principles

At December 31, 2015, all Group companies are controlled by the parent company and are therefore accounted for under the full consolidation method, with the exception of CPV Power Plant No.1 Ltd (Touwsrivier) and CPV Power Plant No.1 Bond SPV (RF) Ltd, both of which are 20%-owned by the Group and accounted for under the equity method:

Entity	Date of consolidation	Percentage interest	Country	Functional currency
Soitec USA Inc.	1997	100,00 %	US	US dollar
Soitec Japan Inc.	June 2004	100,00 %	Japan	Japanese Yen
Soitec Microelectronics Singapore Pte LTD	June 2006	100,00 %	Singapore	US dollar
Soitec Korea	July 2011	100,00 %	South Korea	US dollar
Altatech Semiconductor S.A.S	January 2012	100,00 %	France	Euro
Soitec Corporate Services	July 2012	100,00 %	France	Euro
Soitec Trading Shanghai	November 2013	100,00 %	China	Yuan

#### Discontinued operations (entities formerly part of the Solar

##### Energy division):

CPV Power Plant n° 1 Bond SPV (Rf) Ltd	October 2009	20,00 %	South Africa	South African rand
Soitec Solar GmbH	December 2009	100,00 %	Germany	Euro
Soitec Solar Inc.	December 2009	100,00 %	US	US dollar
Soitec Solar Industries LLC	December 2009	100,00 %	US	US dollar
Soitec Solar Italia S.R.L	August 2010	100,00 %	Italy	Euro
Soitec Solar Development LLC	September 2010	100,00 %	US	US dollar
Soitec Solar RSA LTD	April 2011	100,00 %	South Africa	South African rand
Soitec Solar France	October 2011	100,00 %	France	Euro
CPV Power Plant n°1 Ltd (Touwsrivier)	October 2009	20,00 %	South Africa	South African rand
Soitec Solar Chile	July 2013	100,00 %	Chile	Chilean peso
Soitec Solar USA Real Estate LLC	January 2014	100,00 %	US	US dollar
CPV N° 1 Equity SPV Pty LTD	February 2014	100,00 %	South Africa	South African rand

As part of its Solar Energy business, the Group may establish special purpose entities to hold the permits, administrative authorizations, costs and income associated with a solar plant project. In general, the intention is to sell these legal entities to

investors when the projects are sufficiently advanced.

The following entities were created and placed under the exclusive control of the Group and are fully consolidated:

:

Entity	Date of consolidation	Percentage interest	Country	Functional currency
Newberry Solar 1 LLC	September 2010	100,00 %	US	US dollar
CPV Power plant n° 2 LTD	September 2010	100,00 %	South Africa	South African rand
LanEast Solar Farm LLC	February 2011	100,00 %	US	US dollar
LanWest Solar Farm LLC	February 2011	100,00 %	US	US dollar
Rugged Solar LLC	April 2011	100,00 %	US	US dollar
Tierra del Sol Solar Farm LLC	April 2011	100,00 %	US	US dollar
CX Minervino S.R.L.	October 2011	100,00 %	Italy	Euro
Sorrel Solar Farm LLC	February 2012	100,00 %	US	US dollar
Black Mountain CPV PP n° 3 (formerly K2011137452 LTD)	March 2012	100,00 %	South Africa	South African rand
Schmidtsdrift CPV PP n° 4 (formerly Itakane Trading 339 (Pty) Ltd)	March 2012	100,00 %	South Africa	South African rand
Tierra del Sol II Solar Farm LLC	May 2012	100,00 %	US	US dollar
Los Robles Solar Power Plant LLC	May 2012	100,00 %	US	US dollar

The following entities were previously fully consolidated but were deconsolidated during the period under review:

:

Entity	Change in scope
Soitec Specialty Electronics S.A.S	Transfer of all of the assets and liabilities (TUP) to Soitec France
Alicoop Poggio Santa Lucia S.R.L.	Sale
CPV Rians	Sale
Alicoop Monte Bellone S.R.L.	Sale
Soitec Phoenix Labs Inc.	Sale
CPV Thémis	Sale

## 7.2.4 Going concern principle

The Group posted a net loss of 69 million euros for the first nine months of fiscal 2015-2016 and equity at December 31, 2015 decreased to a negative 0.8 million euros.

Cash used in operating activities, excluding changes in working capital, amounted to 18 million euros for the period. This amount can be broken down between continuing operations (a positive 20 million euros) and discontinued operations (a negative 38 million euros).

At December 31, 2015, cash and cash equivalents amounted to 51.7 million euros compared to 22.9 million euros at March 31, 2015.

In order to ensure that it continues as a going concern, the Group keeps on redirecting its focus toward its historical activities.

Cash flow forecasts were prepared based on this business scenario and the available sources of financing, which may include the sale of certain non-strategic assets. In light of the fact that the loans granted by Shin Etsu Handotai, Bpifrance Participations and CEA Investissements (for a total amount of 44 million euros at December 31, 2015) mature in May 2016, and given its capacity investment needs over the next 12 months, Soitec will require additional financing as of the first quarter of fiscal 2016-2017. Soitec is working on a project aimed at strengthening its capital base and refinancing all of its debt. This project consists of a reserved capital increase for a gross amount of 76.5 million euros and a rights issue for a gross amount comprised between 53.5 and 103.5 million euros, the final amount depending on the financial requirements of the Company after a potential buy-back of all or part of the convertible bonds coming to maturity in September 2018. Based on these forecasts and subject to the success of these financing transactions, the Company believes it is able to fulfill its future commitments. The project was submitted to the Extraordinary Shareholders' Meeting on April 11 but the reserved capital increase could not be approved due to insufficient quorum. It will be presented again to the Shareholders' Meeting on April 29.

The consolidated financial statements have therefore been prepared on a going concern basis for the next twelve months.

## 7.3 Notes to the consolidated statement of financial position

### Non-current asset impairment tests

As explained above in note 7.2.1 of Section 20.3.2. in this Second Update, the Group held negotiations with a view to selling its subsidiary Altatech, and the sale was completed on March 29, 2016. At December 31, 2015, based on the sale price, a 2 million euro expense was booked against property, plant and equipment and intangible assets. An additional provision was also recognized in an amount of 0.2 million euros within current provisions.

The industrial plant in Singapore was built to increase production capacity for 300mm wafers. Due to the downturn in demand, production of 300mm wafers was concentrated on the Bernin site in September 2013 and the Singapore clean room was idled. In December 2014, in order to meet its financing needs, the Company had contemplated selling the industrial plant and had instructed an intermediary to identify potential buyers. Since the Group did not receive any firm offers during the year, it identified an impairment indicator and performed an impairment test at December 31, 2015. In accordance with IAS 36, the Company updated the asset's market value and in parallel, determined its value in use based on the business plan, which confirms the medium-term need to expand production capacity for 300mm wafers. As a result of the impairment test, the Group recognized an impairment loss in an amount of 20.1 million euros in the consolidated financial statements at December 31, 2015.

### 7.3.1 Intangible Assets

In the first nine months of fiscal 2015-2016, the net change in value of each asset category is as follows:

(in thousands of euros)	Goodwill	Capitalized development projects	Concessions, patents and other rights	Software	Solar power plant projects	Intangible assets in progress	Total
<b>31 March 2015</b>	-	<b>2 226</b>	<b>3 745</b>	<b>4 552</b>	-	<b>545</b>	<b>11 068</b>
Commissioned assets (gross)	-	-	-	592	-	(592)	-
Additions (gross)	-	-	-	-	-	473	473
Change in scope (net value)	-	-	-	-	-	-	-
Exchange differences (net)	-	-	-	(2)	-	-	(2)

Amortization expenses	-	(282)	(818)	(2 443)	-	-	(3 543)
Impairment and accelerated amort.**	-	-	(1 728)	-	-	-	(1 728)
Disposals or retirements (net value)	-	-	-	-	-	-	-
Assets held for sale (net value)	-	-	-	-	-	-	-
<b>31 December 2015</b>	<b>-</b>	<b>1 944</b>	<b>1 199</b>	<b>2 700</b>	<b>-</b>	<b>426</b>	<b>6 267</b>

### 7.3.2 Property, plant and equipment

In the first nine months of fiscal 2015-2016, the net change in value of each asset category is as follows:

(in thousands of euros)	Buildings	Equipment and tooling	Solar power plant	Other	Property, plant and equipment in progress	Total
<b>31 March 2015 - reported</b>	<b>116 153</b>	<b>36 160</b>	<b>1 600</b>	<b>1 189</b>	<b>3 232</b>	<b>158 336</b>
Discontinued operations*	-	-	(1 600)	-	-	(1 600)
<b>31 March 2015 - restated</b>	<b>116 153</b>	<b>36 160</b>	<b>-</b>	<b>1 189</b>	<b>3 232</b>	<b>156 736</b>
Commissioned assets (gross)	135	3 603	-	198	(3 936)	-
Reclassification between asset categories	(203)	203	-	-	-	-
Additions (gross)	-	-	-	-	5 722	5 722
Change in scope (gross)	-	(1 441)	-	(51)	-	(1 492)
Exchange differences (gross)	(1 088)	20	-	1	-	(1 067)
Depreciation expenses	(8 804)	(7 769)	-	(548)	-	(17 121)
Impairment and accelerated depr.**	(20 166)	(539)	-	(21)	(3)	(20 729)
Disposals or retirements (gross)	-	1 875	-	5	-	1 880
Assets held for sale	-	-	-	-	-	-
<b>31 December 2015</b>	<b>86 027</b>	<b>32 112</b>	<b>0</b>	<b>773</b>	<b>5 015</b>	<b>123 930</b>

\* At December 31, 2015, the assets of the Solar Energy business segment were classified under discontinued operations in accordance with IFRS 5. To enable meaningful comparisons, assets reclassified under discontinued operations totaled 1,600 thousand euros at March 31, 2015.

\*\* These amounts correspond to provisions for impairment losses (allowances) recognized under other operating income and expenses in the income statement (see note 7.4.4 of Section 20.3.2. of this Second Update).

### 7.3.3 Inventories

Inventories break down as follows:

(in thousands of euros)	31 December 2015	31 March 2015	31 March 2015 Of which assets reclassified under discontinued operations	31 March 2015 Restated to reflect discontinued operations
Raw materials	23 951	35 296	14 807	20 489
Work in progress	7 554	7 659	263	7 396
Finished goods	14 358	18 103	9 209	8 894
<b>Gross value</b>	<b>45 863</b>	<b>61 057</b>	<b>24 279</b>	<b>36 779</b>
Allowances	(9 380)	(27 984)	(19 266)	(8 718)
<b>Inventories, net</b>	<b>36 483</b>	<b>33 073</b>	<b>5 013</b>	<b>28 061</b>

\* At December 31, 2015, the inventories of the Solar Energy business segment were classified under discontinued operations in accordance with IFRS 5. To enable meaningful comparisons on a constant-scope basis, the amounts recognized at March 31, 2015 were also classified in discontinued operations.

At December 31, 2015, the value of inventories within the scope of continuing operations had increased by 30% or 8,423 thousand euros. A breakdown by business segment shows the following trends:

- Inventories for the Electronics business segment rose by 7,041 thousand during the first nine months of fiscal 2015-2016. This increase shows the progressive upturn in the business and the consequent increase in working capital.
- Inventories for the Other Activities business segment rose by 1,382 thousand euros during the period.
- Inventories for the Solar Energy business segment were classified under discontinued operations at December 31, 2015 and the amounts recognized at March 31, 2015 are shown separately to enable meaningful comparisons on a constant-scope basis.

### 7.3.4 Trade receivables

Trade receivables at December 31, 2015 are as follows:

(in thousands of euros)	Total trade receivables	Neither past due nor impaired	Less than 30 days past due	30-60 days past due	60-90 days past due	90-120 days past due	More than 120 days past due
Gross value	<b>36 621</b>	31 445	4 228	344	126	313	166
Allowances	<b>(166)</b>	-	-	-	-	-	(166)
<b>Net value</b>	<b>36 455</b>	<b>31 445</b>	<b>4 228</b>	<b>344</b>	<b>126</b>	<b>313</b>	<b>-</b>

Trade receivables at 31 March 2015 are as follows:

(in thousands of euros)	Total trade receivables	Neither past due nor	Less than 30 days past	30-60 days past due	60-90 days past due	90-120 days past due	More than 120 days
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thousands of euros)		impaired	due				past due
Gross value	<b>49 015</b>	42 399	884	263	105	2	5 362
Allowances	<b>(5 203)</b>	-	-	(82)	(55)	-	(5 066)
<b>Net value</b>	<b>43 812</b>	<b>42 399</b>	<b>884</b>	<b>181</b>	<b>50</b>	<b>2</b>	<b>296</b>
<i>Of which trade receivables reclassified under discontinued operations</i>							
Gross value	6 631	1 356	-	17	43	-	5 215
Allowances	(4 994)	-	-	-	(40)	-	(4 954)
Net value	1 638	1 356	-	17	3	-	261
<i>31 March 2015 restated to reflect discontinued operations</i>							
Gross value	42 384	41 043	884	246	62	2	147
Allowances	(209)	-	-	(82)	(15)	-	(112)
Net value	42 174	41 043	884	164	47	2	34

### 7.3.5 Cash and cash equivalents

Cash and cash equivalents break down as follows:

(in thousands of euros)	31 December 2015	31 March 2015
Cash	51 757	22 911
Cash equivalents	-	-
<b>Total cash and cash equivalents</b>	<b>51 757</b>	<b>22 911</b>

Cash at bank is principally denominated in US dollars and euros.

Cash is invested in interest-earning accounts.

### 7.3.6 Discontinued operations and assets and liabilities held for sale

This item breaks down as follows:

	Assets and liabilities held for sale		Assets and liabilities related to discontinued operations	
(in thousands of euros)	31 December 2015	31 March 2015	31 December 2015	31 March 2015*
Property, plant and equipment	-	25 471	-	-
Solar power plant projects	-	2 300	317	1 600
Equity-accounted companies	7 971	10 838	-	-
Non-current financial assets	13 856	-	742	561

Other non-current assets	-	618	271	269
<b>Non-current assets</b>	<b>21 827</b>	<b>39 227</b>	<b>1 330</b>	<b>2 430</b>
Inventories	-	-	724	5 013
Trade receivables	-	9 013	1 900	1 638
Other current assets	-	382	2 305	5 323
Current financial assets	-	20 813		328
<b>Non-current assets</b>	<b>-</b>	<b>30 208</b>	<b>4 929</b>	<b>12 302</b>
<b>Total assets (1)</b>	<b>21 827</b>	<b>69 435</b>	<b>6 259</b>	<b>14 731</b>
Long-term debt	-	16 730	-	1 947
Provisions and other non-current liabilities	-	-	1 710	2 055
<b>Non-current liabilities</b>	<b>-</b>	<b>16 730</b>	<b>1 710</b>	<b>4 002</b>
Short-term debt	-	-	2 735	2 755
Trade payables	-	114	2 282	5 199
Provisions and other current liabilities	-	7	20 628	37 014
<b>Current liabilities</b>	<b>-</b>	<b>121</b>	<b>25 645</b>	<b>44 968</b>
<b>Total liabilities (2)</b>	<b>-</b>	<b>16 851</b>	<b>27 355</b>	<b>48 970</b>
<b>Total assets (1) – (2)</b>	<b>21 827</b>	<b>52 584</b>	<b>(21 097)</b>	<b>(34 239)</b>

\* At December 31, 2015, the assets and liabilities of the Solar Energy business segment were classified under discontinued operations in accordance with IFRS 5. To enable meaningful comparisons on a constant-scope basis, a comparison is provided showing the assets and liabilities recognized for this business segment at March 31, 2015 and reclassified in discontinued operations.

As regards assets and liabilities held for sale at March 31, 2015, the Group carried out the following transactions in the first nine months of fiscal 2015-2016:

- Sale of the San Diego plant, recognized in property, plant and equipment held for sale at March 31, 2015 for an amount of 25,471 thousand euros, and repayment of the debt related to the plant's refinancing (recognized in debt at March 31, 2015 for an amount of 16,730 thousand euros).
- Sale of the solar power plants in Rians (France) and Poggio Santa Lucia (Italy), classified under solar power plant projects for an amount of 2,300 thousand euros at March 31, 2015. The other solar power plants were classified under discontinued operations for an amount of 317 thousand euros.
- Sale of the Thémis plant in France and the Monte Bellone plant in Italy.
  - o As regards the assets relating to the solar power plant in Touwsrivier (South Africa), the Group considered that the condition set out in IFRS 5 whereby the sale of the asset within 12 months must be highly probable was met at December 31, 2015. Accordingly, these amounts were classified under assets held for sale: the equity-accounted



investments in 20%-owned subsidiary CPV Power Plant No. 1 Ltd ("Touwsrivier"), and its subsidiary CPV Bond (7,971 thousand euros at December 31, 2015 versus 10,838 thousand euros at March 31, 2015); the financing (principal and interest) in the amount of 13,856 thousand euros granted to one of the shareholders of the Touwsrivier plant (breaking down at March 31, 2015 as a current financial receivable of 10,708 thousand euros and a trade receivable of 8,947 thousand euros).

As regards assets and liabilities classified under discontinued operations:

- Solar power plant projects concern the Newberry (US) plant for an amount of 317 thousand euros (322 thousand euros at March 31, 2015). During the first half of fiscal 2015-2016, the Group sold the land of the Sorrel (US) site, recognized in the consolidated financial statements for the year ended March 31, 2015 for an amount of 1,278 thousand euros.
- Non-current financial assets concern investments in the non-consolidated subsidiary Suncoutim for an amount of 331 thousand euros and restricted cash totaling 411 thousand euros at December 31, 2015 (respectively 331 thousand euros and 231 thousand euros at March 31, 2015).
- Long-term and short-term debt concerns debt related to the purchase of Reflexite shares.
- Provisions and other current liabilities mainly comprise restructuring provisions and are described in note 7.3.11 of Section 20.3.2. of this Second Update.

### 7.3.7 Dividend payments

The General Shareholders' Meeting of July 10, 2015 decided to carry forward the loss for the year and not to pay a dividend.

### 7.3.8 Share-based payments

The expense relating to share-based payments recognized in the income statement for the nine months ended December 31, 2015 is 254 thousand euros (273 thousand euros for the nine months ended December 31, 2014), including 246 thousand euros allocated to continuing operations.

In accordance with IFRS 2, and due to the failure to fulfill internal performance criteria based on revenue, EBITDA and available cash, as well as the completion of the key stages in the Group's strategic plan, or due to departures before the end of the vesting period, a portion of the expense recorded for the period ended March 31, 2015 was reversed for an amount of 410 thousand euros (406 thousand euros at December 31, 2014, corresponding to a portion of the expense recorded in fiscal 2013-2014), including 283 thousand euros allocated to discontinued operations.

### 7.3.9 Borrowings and debts

The maturities of borrowings and debt at 31 December 2015 are as follows:

31 December 2015					31 March 2015	31 March 2015 Of which reclassified to liabilities related	31 March 2015 Restated to reflect discontinued
(in thousands of euros)	< 1 year	1 to 5 years	> 5 years	Total			

						to discontinued operations	operations
<b>Finance leases:</b>							
Property (construction)	-	-	-	-	-	-	-
Machinery and equipment	6 752	8 912	-	15 664	9 464	-	9 464
<b>Borrowings:</b>							
OCEANE 2018 bonds	1969	93 020	-	94 989	90 852	-	90 852
Bank loans	-	-	-	-	-	-	-
Loans from financial institution	-	-	-	-	4 339	4 339	-
Loans from BPI / CEA / SEH	43 968	-	-	43 968	-	-	-
<b>Other borrowings and debt:</b>							
Repayable advances	1 438	9 842	-	11 280	12 039	-	12 039
Finance payables	276	-	-	276	362	362	-
Derivative financial instruments (liabilities)	-	-	-	-	-	-	-
Used committed credit lines	6 428	44 733	-	51 161	55 802	-	55 802
Bank overdrafts	-	-	-	-	-	-	-
Other financial liabilities	150	-	-	150	150	-	150
<b>Total borrowings and debt</b>	<b>60 981</b>	<b>156 507</b>	<b>-</b>	<b>217 488</b>	<b>173 007</b>	<b>4 701</b>	<b>168 306</b>

### 7.3.10 Provisions and other non-current liabilities

Provisions and other non-current liabilities break down as follows:

		31 March 2015 published	31 March 2015 Of which assets reclassified under discontinued operations	31 March 2015 Restated to reflect discontinued operations
(in thousands of euros)	31 December 2015			
Deferred income	9 440	10 416	-	10 416
Deposits and guarantees received	66	67	-	67
Other debtors	-	9	-	9
<b>Non-current liabilities</b>	<b>9 506</b>	<b>10 493</b>	<b>-</b>	<b>10 493</b>
Provisions for liabilities and charges	5 414	7 050	2 055	4 995
<b>Provisions and other non-current liabilities</b>	<b>14 920</b>	<b>17 543</b>	<b>2 055</b>	<b>15 488</b>

At December 31, 2015, deferred income related mainly to:

- A prepayment received on a license agreement signed in March 2011 in the field of image sensors, for a total amount of 3,423 thousand euros, breaking down into a non-current portion of 2,771 thousand euros and a current portion of 652 thousand euros.
- A prepayment received on a license agreement signed in March 2013 in the field of III-V materials for the light-emitting diodes market, for a total amount of 1,833 thousand euros, breaking down into a non-current portion of 1,580 thousand euros and a current portion of 253 thousand euros.
- A prepayment received on a license agreement signed in May 2014 in the field of radio frequency and power applications, for a total amount of 6,355 thousand euros, breaking down between a non-current portion of 5,087 thousand euros and a current portion of 1,267 thousand euros.

Provisions for liabilities and charges mainly comprise provisions for retirement benefit obligations amounting to 5,157 thousand euros at December 31, 2015.

### 7.3.11 Provisions for liabilities and charges

- Changes in provisions for liabilities and charges

Provisions for liabilities and charges break down as follows:

(in thousands of euros)	31 March 2015	Of which liabilities reclassified under discontinued operations	31 mars 2015 Restated to reflect discontinued operations	Additions for the period	Reversals (utilized)	Reversals (surplus)	Exchange differences	Reclassifications	31 December 2015
<b>Current provisions</b>									
Litigation	2 847	-	2 847	219	(759)	(325)			1 981
Warranties	-	-	-						
Restructuring*	36 146	(29 366)	6 780	233	(2 968)	(2 126)	(109)		1810
Other liabilities	-	-	-						
<b>Total current</b>	<b>38 993</b>	<b>(29 366)</b>	<b>9 627</b>	<b>452</b>	<b>(3 727)</b>	<b>(2 451)</b>	<b>(109)</b>		<b>3791</b>
<b>Non-current provisions :</b>									
Retirement benefit obligations	4 719	-	4 719	438			(1)		5 157
Litigation	-	-	-						
Warranties	1 356	(1 080)	276	77	(30)	(66)			258
Restructuring*	975	(975)	-						

Other liabilities	-	-	-					
<b>Total non-current</b>	<b>7 050</b>	<b>(2 055)</b>	<b>4 995</b>	<b>515</b>	<b>(30)</b>	<b>(66)</b>	<b>(1)</b>	<b>5 414</b>

\* Restructuring provisions reclassified under discontinued operations for a total amount of 30,340 thousand euros at March 31, 2015 are shown in the table below.

Provisions for litigation concern various legal proceedings related to employee arbitration, commercial and tax issues. The main change for the period corresponds to the reversal of a provision of 759 thousand euros resulting from the receipt and payment of tax notices in relation to the C3S tax.

- Provisions for restructuring of continuing operations

Restructuring provisions (current and non-current) are described in the table below:

(in thousands of euros)	31 March 2015	Of which liabilities reclassified under discontinued operations	31 March 2015 Restated to reflect discontinued operations	Additions for the period	Reversals (utilizations)	Reversals (surplus)	Exchange differences	31 December 2015
<b>Fiscal 2012-2013 and 2013-2014</b>								
- Redundancy plans	489	-	489		(489)			-
- Production equipment shutdown costs	611	-	611		(54)			557
- Redundancy plans	2 056	2 056	-	-		-	-	-
- Remaining rental payments due for the Paris office	676	676	-	-		-	-	-
<b>Bernin site</b>	<b>3 832</b>	<b>2 732</b>	<b>1 100</b>	<b>-</b>	<b>(543)</b>			<b>557</b>
<b>Fiscal 2014-2015: Sale of the business assets of Soitec Specialty Electronics *</b>								
- Employee departures	1 599	-	1 599		(1 415)			184
- Dismantling and restoration of site	304	-	304		(140)			164
<b>Villejust site</b>	<b>1 903</b>	<b>-</b>	<b>1 903</b>	<b>-</b>	<b>(1 555)</b>			<b>348</b>
<b>Fiscal 2015-2016:</b>								
- Restructuring of the Equipment segment	-	-	-	233				233

<b>Montbonnot site</b>	-	233				233
<b>Fiscal 2014-2015: Restructuring of the Solar Energy business segment</b>						
- Employee departures	5 462	5 462	-	-	-	-
- Dismantling of solar power plants (excluding US)	2 584	2 584	-	-	-	-
- Operating losses	2 080	2 080	-	-	-	-
- Compensation paid to third parties	1 890	1 890	-	-	-	-
- Remaining rental payments due – non-current portion	975	975	-	-	-	-
- Remaining rental payments due – current portion	544	544	-	-	-	-
<b>Freiburg site</b>	<b>13 535</b>	<b>13 535</b>	-	-	-	-
<b>Fiscal 2014-2015: Production shutdown</b>						
- Dismantling of the site and production shutdown costs	679	-	679	-	(8)	671
<b>Singapore site</b>	<b>679</b>	-	679	-	<b>(8)</b>	<b>671</b>
<b>Fiscal 2014-2015: Restructuring</b>						
- Employee departures	1 056	-	1 056	-	(625) (397)	(34) -
- Remaining rental payments due	1 322	-	1 322	-	(246) (1 033)	(43) -
- Dismantling and restoration of site	719	-	719	-	(696)	(23) -
<b>Phoenix site</b>	<b>3 097</b>	-	3 097	-	<b>(871) (2 126)</b>	<b>(101) -</b>
<b>Fiscal 2014-2015: Restructuring of the Solar Division</b>						
- Employee departures	917	917	-	-	-	-
- Operating losses	10 465	10 465	-	-	-	-
- Dismantling of solar power plants located in the US	699	699	-	-	-	-

<b>San Diego site</b>	<b>12 081</b>	<b>12 081</b>	-	-	-	-	-
<b>Fiscal 2014-2015: Restructuring of the Solar Energy business segment</b>							
- Employee departures	1 992	1 992	-	-	-	-	-
<b>Other sites</b>	<b>1 992</b>	<b>1 992</b>	-	-	-	-	-
<b>Total current and non-current portion</b>	<b>37 121</b>	<b>30 340</b>	<b>6 781</b>	<b>233</b>	<b>(2 969)</b>	<b>(2 126)</b>	<b>(109) 1810</b>

\* During the first half of fiscal 2015-2016, all of the assets and liabilities of Soitec Specialty Electronics (Villejust site, France) were transferred to Soitec France (TUP procedure).

- Provisions for restructuring reclassified within discontinued operations

Provisions for restructuring reclassified within discontinued operations are described in the table below:

(in thousands of euros)	31 March 2015	Additions for the period	Reversals (utilizations)	Reversals (surplus)	Exchange differences	Reclassifications	31 December 2015
-							
Redundancy plans	2 056		(1 377)				679
- Remaining rental payments due for the Paris offices	87		(87)				-
- Operating losses	589	878	(726)				741
<b>Bernin site</b>	<b>2 732</b>	<b>878</b>	<b>(2 190)</b>				<b>1 420</b>
- Employee departures	5 462	1 074	(5 488)				1 048
- Dismantling of solar power plants (excluding US)	2 584	2 183	(1 108)				3 659
- Operating losses	2 080	4 156	(3 238)	(4 298)			2 998
- Compensation paid to third parties	1 890		(1 140)				750
- Remaining rental payments due – non-current portion	975					(342)	633
- Remaining rental	544		(342)			342	544

payments due – current portion					
<b>Freiburg site</b>	<b>13 535</b>	<b>7 413</b>	<b>(11 317)</b>		<b>9 631</b>
- Employee departures	917			(22)	895
- Operating losses	10 465	816	(2 258)	(214)	4 511
- Dismantling of solar power plants located in the US	699			(3)	696
<b>San Diego site</b>	<b>12 081</b>	<b>816</b>	<b>(2 258)</b>	<b>(239)</b>	<b>6 102</b>
- Employee departures	77		(66)		11
- Restoration of site	28		(28)		-
<b>Montbonnot site</b>	<b>104</b>		<b>(94)</b>		<b>10</b>
- Employee departures	76		(76)		-
<b>Italian site</b>	<b>76</b>		<b>(76)</b>		<b>-</b>
- Operating losses	850		(562)	(132)	156
<b>South African site</b>	<b>850</b>		<b>(562)</b>	<b>(132)</b>	<b>156</b>
- Employee departures	924	287	(571)		640
<b>French site</b>	<b>924</b>	<b>287</b>	<b>(571)</b>		<b>640</b>
- Employee departures	38		(33)	(5)	-
<b>Chilean site</b>	<b>38</b>		<b>(33)</b>	<b>(5)</b>	<b>-</b>
					-
<b>Total – current and non-current portion</b>	<b>30 340</b>	<b>9 395</b>	<b>(17 101)</b>	<b>(4 298)</b>	<b>(376)</b>
					<b>17 960</b>

## 7.4 Notes to the consolidated income statement

### 7.4.1 Employee-related costs

Employee-related costs recorded during the period break down as follows:

(in thousands of euros)	31 December 2015*	31 December 2014*
Wages and salaries, including payroll costs**	(56 179)	(52 220)
Competitiveness and employment tax credit (CICE)	739	756
Pension costs	(378)	(497)
Share-based payments expenses	254	(27)
<b>Total employee-related costs</b>	<b>(55 564)</b>	<b>(51 988)</b>

\* Pursuant to the application of IFRS 5, the Solar Energy business segment's employee-related costs have been reclassified within net income/(loss) from discontinued operations.

\*\* The wages and salaries reported also include the cost of employee profit-sharing schemes.

The increase in payroll of 3,576 thousand euros is mainly related to:

- an increase in wages and salaries, including payroll costs, for 3,959 thousand euros;
- other factors with an impact on payroll: the 17 thousand euro decrease in the competitiveness and employment tax credit (CICE), the 119 thousand euro reduction in provisions for retirement benefit obligations, and 281 thousand euros in income relating to share-based payments.

### 7.4.2 Research and development costs

Research and development costs break down as follows:

(in thousands of euros)	31 December 2015*	31 December 2014*
<b>Gross research and development operating costs</b>	<b>(35 632)</b>	<b>(38 476)</b>
Sales of prototypes	4 248	4 457
Research and development grants recognized in the income statement	8 420	4 264
Research tax credit	9 172	5 536
Other income	20	6
<b>Total income</b>	<b>21 860</b>	<b>14 263</b>
<b>Total net research and development costs</b>	<b>(13 771)</b>	<b>(24 213)</b>

\* Pursuant to the application of IFRS 5, the Solar Energy business segment's research and development costs have been reclassified

within net income/(loss) from discontinued operations.

\* IFRIC 21 – Levies was applied with retroactive effect from April 1, 2015. As a result, the comparative data for the nine months ended December 31, 2015 have been restated and show a 135 thousand euro positive impact on gross research and development costs.

Research and development spending mainly relates to research costs, which are recognized in the income statement. The fall in gross expenditure can be attributed to reduce spending on improvements to the Bernin 3 clean room used for compound activities.

### 7.4.3 Depreciation and amortization expenses included in the consolidated income statement

Depreciation and amortization expenses in the income statement break down as follows:

(in thousands of euros)	31 December 2015*	31 December 2014*
Cost of sales	(14 122)	(19 328)
Research and development costs	(5 803)	(6 028)
Sales and marketing expenses	(8)	(12)
Solar power plant project development costs	(1)	(1)
Administrative expenses	(732)	(467)
<b>Total depreciation and amortization expenses</b>	<b>(20 665)</b>	<b>(25 835)</b>

\* Pursuant to the application of IFRS 5, the Solar Energy business segment's depreciation and amortization expenses in the income statement have been reclassified under net income/(loss) from discontinued operations.

### 7.4.4 Other operating income and expenses

Other operating income and expenses in the income statement break down as follows:

(in thousands of euros)	31 December 2015*	31 December 2014*
<b>Other operating income:</b>		
Reversal of the provision for retirement benefit obligations	-	-
Net impact of the sale of Phoenix Lab	1 065	-
Proceeds from the sale of the business assets of Soitec Specialty Electronics	-	2 343
Other	-	-
<b>Total other operating income</b>	<b>1 065</b>	<b>2 343</b>
<b>Other operating expenses:</b>		
Impairment charges	(335)	(320)

Impairment tests	(22 352)	-
Other provisions relating to current assets	-	-
Restructuring expenses	(6 546)	(3 463)
<b>Total other operating expenses</b>	<b>(29 233)</b>	<b>(3 783)</b>

<b>Other operating expenses, net</b>	<b>(28 168)</b>	<b>(1 440)</b>
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\* Pursuant to the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations, the Solar Energy business segment's other operating income and expenses have been reclassified within net income/(loss) from discontinued operations (see note 7.4.7 of Section 20.3.2. of this Second Update).

The Group recorded a net non-current operating loss of 28.1 million euros for the nine months ended December 31, 2015.

This loss is attributable to legal and advisory fees relating to the conciliation procedure and to the restructuring of the business portfolio.

The net impact of the sale of subsidiary Soitec Phoenix Lab is a gain of 1.1 million euros. This amount reflects provision reversals (asset impairment for 1.4 million euros and restructuring costs for 2.4 million euros) and a consolidated capital loss of 2.9 million euros.

Accelerated depreciation and amortization represented an expense of 22.3 million euros and concerned the Singapore industrial plant (20.1 million euros) and assets belonging to Altatech (2.2 million euros).

#### 7.4.5 Income tax

At the end of each reporting period, the Group re-calculates its deferred taxes. Within the same tax jurisdiction, deferred tax assets are recognized only up to the amount of deferred tax liabilities with the same maturity date.

The difference between the theoretical income tax calculated using the tax rate applicable in France (34.43% for the nine months ended December 31, 2015) and the actual income tax expense shown in the income statement breaks down as follows:

(in thousands of euros)	31 December 2015*	31 December 2014*
<b>Theoretical income tax benefit at the applicable rate</b>	<b>13 993</b>	<b>15 377</b>
Unrecognized deferred tax assets	(16 928)	(17 657)
Non-deductible provisions and expenses	(388)	1 095
Non-taxable income (research tax credit and competitiveness and employment tax credit (CICE))	3 323	1 179
Adjustment for differences in income tax rates	48	(2)
Other permanent differences (Soitec US)**	(2 033)	-
<b>Total income tax benefit/(expense)</b>	<b>(1 985)</b>	<b>(8)</b>

\* Pursuant to the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations, total income tax benefit/(expense) has been reclassified within net income/(loss) from discontinued operations (see note 7.4.7) of Section 20.3.2. of this Second Update.

\*\* A tax audit resulted in the consumption of all tax losses carry forward and the booking of a tax charge on previous fiscal years income for a total amount of 2 008 thousand euros.

#### 7.4.6 Earnings/(loss) per share

The earnings/(loss) per share data used to calculate basic and diluted earnings/(loss) per share are as follows:

(number of shares)	31 December 2015	31 December 2014
<b>Weighted average number of ordinary shares (excluding treasury shares) used to calculate basic earnings/(loss) per share</b>	<b>231 324 184</b>	<b>225 085 432</b>
<b>Effect of dilution based on the treasury stock method:</b>		
Stock-options	-	-
ABSAAR redeemable warrants	-	-
OCEANE bonds	-	-
Free shares	224 000	806 400
<b>Dilutive effect</b>	<b>224 000</b>	<b>806 400</b>
<b>Weighted average number of ordinary shares (excluding treasury shares) adjusted for diluted earnings/(loss) per share</b>	<b>231 548 184</b>	<b>225 891 183</b>

Dilutive instruments are not taken into account in the calculation of diluted earnings/(loss) per share when they lead to a reduction in the loss per share based on the average number of shares outstanding.

#### 7.4.7 Net loss from discontinued operations

(in thousands of euros)	Notes	31 December 2015	31 December 2014
<b>Sales</b>	<b>6.1.6</b>	<b>22 112</b>	<b>38 563</b>
Expenses for the period	-	(22 112)	(110 726)
<b>Recurring operating income/(loss)</b>	<b>-</b>	<b>-</b>	<b>(72 163)</b>
Other operating expenses, net	-	(902)	(8 860)
<b>Operating loss</b>	<b>-</b>	<b>(902)</b>	<b>(81 023)</b>
Net financial income/(expense)	-	(25 351)	13 036
<b>Loss before tax</b>	<b>-</b>	<b>(26 253)</b>	<b>(67 987)</b>
Income tax	-	(3)	4

Net loss from discontinued operations	-	(26 256)	(67 983)
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For the nine months ended December 31, 2015, net financial income/(expense) from discontinued operations principally reflects the exchange gains and losses of subsidiaries hosting discontinued operations reclassified to the income statement (representing an expense of 24,308 thousand euros), and unrealized exchange losses on intra-group financing amounting to 1,043 thousand euros. For the nine months ended December 31, 2014, net financial income/(expense) from discontinued operations included an unrealized exchange gain on intra-group financing amounting to 13,036 thousand euros.

## 7.5 Other information

### 7.5.1 Seasonal fluctuation in business

The Group does not experience seasonal fluctuations in business. Some of the markets served by the Group may have their own seasonal patterns (impact of Christmas on game console sales or of the start of the school/university year on PC sales), but sales fluctuations are in fact driven to a greater extent by launches of next-generation products, which are not generally seasonal in nature (e.g., game consoles or tablets introduced first in the United States, then in Asia and then in Europe). Broadly speaking, the seasonal effects that may impact certain applications are diluted by the diversity of the Group's markets, i.e., consumer products (game consoles, PCs, tablets, smart phones, etc.), industrial products or products aimed at businesses (automotive, lighting, servers).

### 7.5.2 Related-party disclosures

As of December 31, 2015 the Board of Directors comprises the following seven members:

- Paul Boudre,
- Bpifrance Participations, represented by Thierry Sommelet,
- CEA Investissement, represented by Christophe Gegout,
- Douglas Dunn,
- Joël Karecki,
- Satoshi Onishi,
- Joseph Martin.

Paul Boudre is the only member of the Board having direct responsibilities in the General Management of the Company.

Within the framework of the financing plan put in place as part of the conciliation procedure approved by the Grenoble Commercial Court on May 5, 2015, Shin Etsu Handotai (Europe), Bpifrance Participations, and CEA Investissement provided Soitec with the financial support described in Chapter 19 (Related-party transactions) and Chapter 22 (Major contracts) of the 2014-2015 Registration Document, filed with the French financial markets authority (Autorité des marchés financiers) on June 10, 2015 under number D. 15-0587.

Bpifrance Participations and CEA Investissement both hold a seat on the Board of Directors. Satoshi Onishi is the Managing Director and Chief Executive Officer of Shin Etsu Handotai (Europe). Douglas Dunn is a director on the board of Global Foundries, Inc and previously held a number of management positions at Arm Holdings Plc, two companies with which Soitec has

significant business dealings.

## 7.6 Subsequent events

As part of its strategy to redirect its focus toward its core business, on March 29, 2016 Soitec completed the sale of its French subsidiary Altatech on March 29, 2016 and transferred on March 31, 2016 the assets and the personnel of the Lighting CGU to Ceotis Eclairages, a joint-venture set up on March 9, 2016, in which Soitec only holds a 30% minority share, the remaining 70% being held by a major player of the sector, Energetic Lightning Germany GmbH, a subsidiary of the Xiamen Yankon group. In the consolidated financial statements at December 31, 2015, these activities are presented within "Other Activities" for the purposes of segment reporting.

### 20.3.3. Limited review report of the auditors on the abridged Interim Consolidated Financial Statements

Soitec

Chemin des Franques

38190 Bernin

To the Chairman of the Board of Directors

In our capacity as statutory auditors of SOITEC and in reply to your request within the context of the proposed capital increases, we carried out a limited review of the abridged Interim Consolidated Financial Statements of the said company for the period from 1 April 2015 to 31 December 2015 (hereinafter "the Accounts"), such as they are attached to this report.

We would like to state that as your company is establishing interim accounts as at 31 December 2015 for the first time, the information regarding the period 1 April 2014 to 31 December 2014 presented for comparative purposes, was not subject to an audit or limited review.

These accounts were drawn up under the responsibility of your Board of Directors. Based on our limited review, it is our responsibility to express an opinion on these Accounts.

We have carried out our limited review according to the professional standards applicable in France. A limited review mainly consists of having discussions with members of management in charge of accounting and financing aspects and implementing analytical procedures. These works are less extensive than those required for an audit carried out according to the professional auditing standards applicable in France. Consequently, the assurance that the Accounts, taken as a whole, are free of any material errors obtained during a limited review is a moderate assurance with less weight than that obtained from an audit.

On the basis of our limited review, we have not detected any significant errors of a nature to question the compliance of the Accounts with the IAS 34 standard of the IFRS (International Financial Reporting Standards) such as they have been adopted by the European Union for interim financial information.

Without questioning the conclusion expressed hereinabove, we draw your attention to note 7.2.4 of the appendix which specifies the assumptions underlying the maintenance of the principle of continuity of the Group's operations.

Signed in Lyon and Meylan, 22 April 2016

## The Auditors

PricewaterhouseCoopers Audit

Cabinet Muraz Pavillet

Nicolas Brunetaud

Christian Muraz

## 20.4. Verification of historic financial information

### 20.4.1. Attestation of the statutory auditors

Please refer to the Auditors' Report on the interim financial data as at 31 December 2015 given in paragraph 20.3.3. of this Second Update.

Please also refer to the Auditors' Report on the consolidated financial statements as at 31 March 2015 and to the Statutory Auditors' Report on the financial statements as at 31 March 2015 given respectively in paragraphs 20.3.1.3 and 20.3.2.3 of the Reference Document 2014-2015 submitted under number D.15-0587.

Furthermore, the consolidated financial statements of the financial year ended 31 March 2014 were the subject of a certification report by the Statutory Auditors which is given on page 120 of the Reference Document filed under number D.14-0518. The consolidated financial statements of the financial year ended 31 March 2013 were the subject of a certification report by the Statutory Auditors which is given on page 118 of the Reference Document filed under number D.13-0676.

## 20.8. Legal proceedings and arbitration procedures

As announced by the Group on 9 December 2015, an investigation was started by the U.S. International Trade Commission on 18 September 2015 following a petition by Silicon Genesis Corp. (SiGen). This investigation concerns the import and sale in the United States by Soitec of silicon-on-insulator wafers. To date, the ITC has not ruled on the merits.

Tax audits are being carried out in Soitec S.A. and Soitec USA Inc. For this last company, a risk of adjustment on the transfer pricing relating to a research and development service could give rise to a tax expense close to €2.0 million.

There is no other governmental, judicial or arbitration procedure, including any procedure to the knowledge of the Company, which is pending or is threatened, and likely to have or having had in the last twelve months significant effects on the financial situation or the profitability of the Company or the Group.

## 20.9. Significant change in the financial or commercial situation since December 31, 2015

### 20.9.1. Press release on the turnover of the 4<sup>th</sup> quarter of the financial year 2015-2016

Soitec reports Electronics full-year revenues of 232.3 million Euros, up 36% (or 20% at constant exchange rates)

- Electronics revenues recorded a sequential increase of 10% at constant exchange rates in Q4, in line with the Group's forecasts
- Consolidated FY'16 revenues came in at 237.5 million Euros, up 32% compared with the previous year
- Ongoing refocus on the Electronics core business

Bernin, France, 13 April 2016 – Soitec (Euronext Paris), a world leader in manufacturing innovative semiconductor materials, today announced consolidated revenues of 65.8 million Euros for the fourth quarter of FY'16, representing a 2% increase (+0.5% at constant exchange rates), compared with 64.3 million Euros in the fourth quarter of the previous year (excluding Solar sales<sup>2</sup>).

For FY'16 as a whole, consolidated revenues reached 237.5 million Euros, a 32% increase (+17% at constant exchange rates), compared with 179.7 million Euros in FY'15.

### Unaudited Q4 and 12 month revenues for FY'16, ending March 31, 2016

EUR 000s	Q4 14-15	Q4 15-16	Q/Q	Y/Y	12m 14-15	12m 15-16	Y/Y
200mm	41,854	42,463	-4%	1%	122,819	170,510	39%
300mm	16,226	17,995	37%	11%	44,559	53,597	20%
Royalties and IP	1,397	4,122	159%	195%	3,976	8,234	107%
<b>Electronics</b>	<b>59,477</b>	<b>64,579</b>	<b>10%</b>	<b>9%</b>	<b>171,354</b>	<b>232,342</b>	<b>36%</b>
Lighting	434	773	163%	78%	2,049	2,083	2%
Equipment	4,355	435	-73%	-90%	6,310	3,038	-52%
Others (Lighting/Equip ment)	4,790	1,207	-37%	-75%	8,359	5,121	-39%
Consolidated revenues	64,267	65,787	8%	2%	179,713	237,462	32%
Solar (discontinued activities)	4,600	353	-97%	-92%	43,163	22,465	-48%

### Electronics Q4'16 revenues in line with forecasts

Revenues for the Electronics business reached 64.6 million Euros in the fourth quarter of FY'16. At constant exchange rates, this represents a 10% growth compared to Q3, or 7% compared with Q4 of the previous year.

In the fourth quarter, Soitec recorded a slight sequential decrease in revenues for its 200mm segment, but benefited from a strong increase in sales of 300mm wafers as well as a substantial increase in revenues from royalties and intellectual property.

- The Electronics business continues to be strongly driven by demand for products in the mobile (RF devices) and automotive (power) markets. RF-SOI technology is particularly suited to smartphones, where needs are driven by the rising number of frequency bands and higher data speed requirements. The Bernin site has continued to operate at full capacity as far as 200mm RF production is concerned. The slight decrease in 200mm revenues was caused by a product mix effect. In addition, in the third quarter, Soitec started volume manufacturing of 300-mm RF-SOI substrates to meet the needs of the growing 4G/LTE-Advanced mobile communications market.

<sup>2</sup> In line with management's decision to discontinue the Solar activities, consolidated revenues no longer reflect Solar sales, which are accounted for under discontinued operations.



- In digital applications, even though partially depleted silicon-on-insulator (PD-SOI) products are approaching the end of their lifecycle, sales of 300mm wafers for PCs, games consoles and application-specific integrated circuits (ASICs) benefited from seasonality, recording a strong rise compared with the third quarter.

The qualification process by foundry customers for 300mm fully depleted silicon-on-insulator (FD-SOI) wafers is continuing, with a view to starting production by certain fabless customers; which has enabled Soitec to continue its first sales of integrated circuits made on 28nm FD-SOI.

- Royalties and intellectual property generated revenues of 4.1 million Euros in Q4'16, compared with 1.6 million Euros in the preceding quarter.

For FY'16 as a whole, the Electronics business reported revenues of 232.3 million Euros, a 36% increase. At constant exchange rates, revenue growth was 20%, reflecting increases of 23% in sales of 200mm wafers, 7% in sales of 300mm wafers and 84% in royalties and intellectual property.

*Other activities (Lighting and Equipment) generated revenues of 1.2 million Euros in Q4'16*

Fourth quarter revenues for the Lighting and Equipment activities is made up of 0.8 million Euros for Lighting and 0.4 million Euros for Equipment (Altatech Semiconductor).

FY'16 revenues for Lighting and Equipment reached 5.1 million Euros, representing a 39% decrease compared with FY'15.

*Sales in the Solar business, reported under "discontinued operations", reached 0.4 million Euros in Q4'16*

Revenues in the Solar business are reported separately under "discontinued operations" in line with Soitec's decision to refocus on its Electronics business. Solar revenues amounted to 22.5 million Euros for FY'16 as a whole, compared with 43.2 million Euros for the previous year.

*Significant progress made regarding the refocusing on the Electronics business segment*

Regarding the Lighting business, Soitec has already announced having finalized the sale of its non-core R&D assets in Phoenix (USA) in the third quarter. During the month of March, Soitec contributed the assets enabling this business to operate to a joint-venture which was set up with a major player in the lighting sector. Soitec holds a minority interest in this joint-venture.

With regard to the Equipment business, Soitec announced that it sold its entire stake in Altatech Semiconductor for an undisclosed sum at the end of March 2016.

With regard to the Solar business, Soitec has ceased all manufacturing and R&D activities in San Diego (USA) and Freiburg (Germany) and is continuing to sell the residual assets of this business (sale of manufacturing equipment in the United States).

*Proposed capital increases to strengthen the balance sheet*

Given the size of its debt and its inadequate equity level, Soitec announced plans on February 10, 2016 for proposed capital increases of a total amount between 130 million and 180 million Euros (including 76.5 million Euros through reserved capital increases). These plans would enable Soitec to strengthen its balance sheet and establish a long-term shareholder base, in order to promote the widespread adoption of FD-SOI technology.

Regarding the use of the funds raised, the amount allocated to capacity investments would be around 40 million Euros, which would be invested in FD-SOI wafer production at the Bernin site. The remainder of the funds raised would be used to repay loans maturing in May 2016, amounting to around 50 million Euros, and to strengthen the Group's balance sheet, notably by potential 2018 OCEANE bonds repurchase at favorable conditions for an amount between 40 million and 90 million Euros depending on market conditions.

*Prospects*

Having now refocused on its core Electronics business, Soitec's prospects appear encouraging.

For FY'16 (ending March 31), Soitec expects to report an EBITDA margin of around 15% for the Electronics business.

For FY'17, growth in demand for products used in RF and power applications should be strong, offsetting the effect of PD-SOI products reaching the end of their lifecycle. If that is the case, the aim for the Electronics business would be to achieve single-digit revenue growth at constant currencies and an EBITDA margin of around the same level as that reported for FY'16.

In the longer term, the Group expects to benefit from the promising prospects resulting from the continuing adoption of FD-SOI in the semiconductor industry.

*For more details on the objectives and trends for FY'17 and subsequent years, please refer to the items available in section 12 of the update to Soitec's 2014-2015 reference document filed with the French stock market authority (Autorité des Marchés Financiers) on March 7, 2016.*

**Paul Boudre, Soitec's CEO and Chairman of the Board, commented:** "Strong demand for RF and power applications in the mobile and automotive markets enabled our Electronics business to record a full-year growth of 20% excluding exchange rate effects. Having accelerated the process of refocusing on our core Electronics business, we are increasingly confident regarding the prospects resulting from the large-scale adoption of FD-SOI in the semiconductor industry. The implementation of our recapitalization plans will give us resources to increase our financial flexibility while establishing a long-term shareholder base, in order to facilitate the widespread adoption of FD-SOI technology and support its industrial deployment."

#### 20.9.2. Completion of the capital increases reserved announced on 10 February 2016

Pursuant to the delegations of authority granted in the 8<sup>th</sup>, 9<sup>th</sup> and 10<sup>th</sup> resolutions by the Mixed General Meeting of April 11 and April 29, 2016, the Board of Directors, at its meeting of April 29, 2016, approved the principle of the reserved capital increases announced on February 10, 2016 (the "Reserved Capital Increases") and decided to perform:

- a capital increase with no preferential subscription rights in favor of Bpifrance Participations of a total nominal value of EUR 3,163,016.30 through the creation and the issuance, at a unit price of EUR 0.55, of 31,630,163 new shares with a nominal value of EUR 0.10 each, representing a capital increase of a total amount of EUR 17,396,589.65, including the issue premium;
- a capital increase with no preferential subscription rights in favor of CEA Investissement of a total nominal value of EUR 5,370,194.40 euros, through the creation and the issuance, at a unit price of EUR 0.55, of 53,701,944 new shares with a nominal value of EUR 0.10 each, representing a capital increase of a total amount of EUR 29,536,069.20, including the issue premium;
- a capital increase with no preferential subscription rights in favor of NSIG of a total nominal value of EUR 5,370,194.40, through the creation and the issuance, at a unit price of EUR 0.55, of 53,701,944 new shares with a nominal value of EUR 0.10 each, representing a capital increase of a total amount of EUR 29,536,069.20, including the issue premium;

that have been realized as of May 2, 2016, therefore allowing the Company to raise approximately EUR 76.5 million (including the issue premium).

## 21. Additional information

### 21.1. Share capital

#### 21.1.4. Shares and marketable securities giving access to the capital

**Summary table of current authorizations:**

Transactions/Shares concerned	Maximum nominal issue amount	Use (date)	Duration of autorisation (and expiry)
Capital increase in cash reserved for Bpifrance Participations			
AGE 29/4/16 - 8 <sup>th</sup> resolution	3 163 016,30 € in nominal	29/04/2016	26 May 2016
Capital increase in cash reserved for CEA Investments	5 370 194,40 € in nominal (1st tranche)	29/04/2016 (1st tranche)	28 February 2017
AGE 29/4/16 - 9 <sup>th</sup> resolution	+ 0,50% of the share capital (2 <sup>nd</sup> tranche) <sup>1</sup>		
Capital increase in cash reserved for National Silicon Industry Group <sup>2</sup>	5 370 194,40 € in nominal	29/04/2016	26 May 2016
AGE 29/4/16 - 10 <sup>th</sup> resolution			
Capital increase with preferential subscription rights AGOE 11/4/2016 - 11 <sup>th</sup> resolution	In capital* = 103 500 000 €	None	31 December 2016
Capital increase, all securities combined with preferential subscription rights	In capital* = 20 million of euros In Loans** = 150 million of euros	None	26 months (09/17) <sup>3</sup>
AGE 30/07/15 - 10 <sup>th</sup> resolution			
Capital increase all securities without preferential subscription rights - reserved category of persons referred AGOE 30/7/15 - 12 <sup>th</sup> resolution	In capital* = 15 million of euros <sup>4</sup> In Loans ** = 150 million of euros <sup>5</sup>	None	18 months (01/17)
Capital increase all securities without preferential subscription rights - offers referred to in II of Article L. 411-2 of the Monetary and Financial Code AGOE 30/7/15 - 13 <sup>th</sup> resolution	In capital* = 20 % of the share capital within the limit of 15 million of euros <sup>4</sup> In Loans ** = 150 million of euros <sup>5</sup>	None	26 months (09/17)
Increased number of shares to be issued with or without preferential subscription rights in case of over subscription AGOE 30/7/15 - 14 <sup>th</sup> resolution	Within the limits of (i) de 15 % of the initial issue and (ii) of the ceiling in the delegation used	None	26 months (09/17)
Capital increase all securities without preferential subscription rights - derogation rules for setting the issue price AGOE 30/7/15 - 15 <sup>th</sup> resolution	In capital* = 10 % of the share capital per year within the limit of 15 million of euros <sup>4</sup> In Loans** = 150 million of euros <sup>5</sup>	None	26 months (09/17)
Capital increase of the Company in consideration for contributions in kind consisting of equity securities or	In capital* = 10 % of the share capital within the limit of 15 million of euros <sup>4</sup> In loans** = 150 million of euros <sup>5</sup>	None	26 months (09/17)

securities giving access to capital AGOE 30/7/15 - 16 <sup>th</sup> resolution			
Capital increase by incorporation of premiums, reserves, earnings or other AGOE 30/7/15 - 17 <sup>th</sup> resolution	Within the limit of the amount of the reserves, premiums or profits and the €20 million ceiling	None	26 months (09/17)
Capital increase in consideration for shares tendered effected through an exchange offer initiated by the Company AGOE 30/7/15 - 18 <sup>th</sup> resolution	In capital* = 15 million of euros <sup>3</sup> In Loans** = 150 million of euros <sup>4</sup>	None	26 months (09/17)
Capital increase by issuing shares or securities giving access to capital reserved for employee savings plans members without preferential subscription rights AGOE 11/4/15 - 13 <sup>th</sup> resolution	In Capital * = €500,000 on the ceiling of €20 million <sup>4</sup> and €15 million <sup>7</sup> In Loans ** = €150 million <sup>5</sup>	None	26 months (06/18)
Capital increase, all securities combined with preferential subscription rights	In capital* = 40 million of euros <sup>3</sup> In Loans** = 150 million of euros <sup>4</sup>	None	26 months (06/18) <sup>6</sup>
AGOE 11/04/2016 - 14th resolution			
Cancellation of shares acquired under the treasury share repurchase authorizations of the Company AGOE 30/7/15 - 20 <sup>th</sup> resolution	10 % of the share capital	None	12 months (General Meeting to approve the accounts for the year ending 31 March 2016)
Free allocation of performance shares AGOE 11/04/2016 - 16th resolution	0.055% of share capital at 11/04/16 up to the limit of 5.5% of the share capital at 11/04/2016 <sup>8</sup>	None	38 months (06/19)
Allocation of free shares AGOE 30/7/15 - 23 <sup>rd</sup> resolution	5% of the capital (at the grant date) The allocation to corporate officers must not exceed 20% of the total amount allocated	None	24 months (07/17)
Buyback of Company shares AGOE 10/07/2015 - 9 <sup>th</sup> resolution	5 % of the share capital	None	12 months (General Meeting to approve the accounts for the year ending 31 March 2016)
Issuance to CEA Investissement of stock warrants in case of capital increase with preferential subscription rights AGOE 30/7/15 - 22 <sup>nd</sup> resolution	8 million of euros (Nominal and issue premium included)	None	18 months (01/18)
Free issue share warrants in the event of a public offering AGOE 30/7/15 - 24 <sup>th</sup> resolution	40 % of the share capital	None	12 months (07/16)

<sup>1</sup>The second tranche shall be carried out between the date of completion of the capital increase with preferential subscription rights referred to in the 11th resolution of the AGOE 11/04/2016 and 28/02/2017 and subject to the completion of the said share capital increase with preferential subscription rights.

<sup>2</sup> Or to one of its subsidiaries owned directly or indirectly, 100% and having its registered office in a Member State of the European Union.

<sup>3</sup> This delegation will be without effect from the settlement of the capital increase referred to in the 11<sup>th</sup> AGOE resolution of 11/04/2016.

<sup>4</sup> Common ceiling is placed on the overall ceiling of €20 million referred to the 10th resolution of AGOE of 30/07/2015.

<sup>5</sup> Common ceiling is placed on the overall ceiling of €2150 million referred to the 10th resolution of AGOE of 30/07/2015.

<sup>6</sup> This delegation will be without effect from the settlement of the capital increase referred to in the 11<sup>th</sup> AGOE resolution of 11/04/2016.

<sup>7</sup> Overall ceiling of €15 million nominal referred to in "3a" of the eleventh resolution adopted by the AGOE of 07/30/2015.

<sup>8</sup> Increased by the nominal amount corresponding to the amount of capital increases decided pursuant to the eighth, ninth, tenth and eleventh resolutions of the General Meeting of 11/04/2016 and 29/04/2016 in the limit of a total amount (premium including share) of €130 million being specified that these ceilings are established without considering the legal adjustments, regulatory or contractual needed to safeguard the rights of beneficiaries of preference shares.

\* Shares.

\*\* Securities representing debts and related securities giving access to the capital of the Company

#### 21.1.7. Capital and voting rights distribution

##### Breakdown capital and voting rights at 31 March 2014

Shareholders	Number of shares	In % of capital	Voting rights*	In %
André-Jacques Auberton-Hervé*	6 425 327	3,723	12 641 511	6,383
The Auberton-Hervé Family	1 655 812	0,959	2 822 470	1,425
<i>The Auberton-Hervé Family Group</i>	<b>8 081 139</b>	<b>4,682</b>	<b>15 463 981</b>	<b>7,809</b>
Strategic Investment Fund*	16 978 294	9,838	29 105 646	14,697
<b>*Shareholder Agreement</b>	<b>23 403 621</b>	<b>13,561</b>	<b>41 747 157</b>	<b>21,080</b>
Caisse des Dépôts et Consignations	6 647 404	3,852	6 647 404	3,357
Shin-Etsu Handotaï Co Ltd. (partner since 1997 and first sub-licensee of Soitec)	4 452 599	2,580	4 452 599	2,248
Public	136 309 300	78,983	142 258 103	71,833
Self-held	112 059	0,065	-	-
<b>Total</b>	<b>172 580 795</b>	<b>100</b>	<b>198 039 792</b>	<b>100</b>

##### Breakdown capital and voting rights at 31 March 2015

Shareholders	Number of shares	In % of capital	Voting rights*	In %
André-Jacques Auberton-Hervé*	5 324 949	2,303	10 411 802	4,092
The Auberton-Hervé Family	529 707	0,229	1 059 414	0,416
<i>The Auberton-Hervé Family Group</i>	<b>5 854 656</b>	<b>2,532</b>	<b>11 471 216</b>	<b>4,508</b>
Bpifrance Participations	22 071 781	9,457	34 199 133	13,440
Caisse des Dépôts et Consignations	6 647 404	2,875	6 647 404	2,612
Shin-Etsu Handotaï Co Ltd. (partner since 1997 and first sub-licensee of Soitec)	4 452 599	1,926	4 452 599	1,750
Public	192 050 535	83,071	197 584 156	77,647
Self-held	111 451	0,048	-	-
<b>Total</b>	<b>231 188 426</b>	<b>100</b>	<b>254 465 959</b>	<b>100</b>

##### Breakdown capital and voting rights at 2 May 2016

Shareholders	Number of shares	In % of capital	Voting rights *	In %
Bpifrance Participations	53 701 944	14,500%	53 701 944	14,055%
CEA Investissement	53 701 944	14,500%	53 701 944	14,055%
NSIG Sunrise	53 701 944	14,500%	53 701 944	14,055%
André-Jacques Auberton-Hervé	5 324 949	1,438%	10 411 802	2,725%
The Auberton-Hervé Family	529 707	0,143%	1 059 414	0,277%
<i>The Auberton-Hervé Family Group</i>	<i>5 854 656</i>	<i>1,581%</i>	<i>11 471 216</i>	<i>3,002%</i>
Caisse des Dépôts et Consignation	8 641 629	2,333%	8 641 629	2,262%
Shin-Etsu Handotaï Co Ltd.	4 452 599	1,202%	4 452 599	1,165%
Public	190 192 068	51,354%	196 412 276	51,406%
Self-held	111 451	0,030%	-	-

<b>Total</b>	<b>370 358 235</b>	<b>100 %</b>	<b>382 083 552</b>	<b>100 %</b>
* Double voting rights are attributed to all fully paid up shares which have been registered in the name of the same shareholder for at least two years.				

## 24. Documents accessible to the public

### 24.1. Documents accessible on the Company website

All the regulatory information AMF General Regulation is available on the Company's website ([www.soitec.com](http://www.soitec.com)) and particularly the following documents:

- The Reference Document filed with the Autorité des marchés financiers on 22 June 2010 under number D.10-0552;
- The Reference Document filed with the Autorité des marchés financiers on 10 June 2011 under number D.11-0565;
- The Reference Document filed with the Autorité des marchés financiers on 15 June 2012 under number D.12-0619;
- The Reference Document filed with the Autorité des marchés financiers on 27 June 2013 under number D.13-0676;
- The Reference Document filed with the Autorité des marchés financiers on 13 May 2014 under number D.14-0518;
- The update of the aforementioned Reference Document filed with the Autorité des marchés financiers on 17 June 2014 under number D.14-0518-A01;
- The Reference Document filed with the Autorité des marchés financiers on 10 June 2015 under number D.15-0587;
- Financial press releases;
- The updated Articles of Association;
- The documents and information relating to the Company, including the Memorandum of Association and Articles of Association, may also be consulted at the registered office of the Company: Parc Technologique des Fontaines – Chemin des Franques, 38190 Bernin (Tel.: 04 76 92 75 00).

### 24.2. List of press releases and other publications

During the first half year of FY16, and until the submission of this Update of the Reference Document 2014-2015, the following press releases were published on the Company's website ([www.soitec.com](http://www.soitec.com)):

- 14 April 2016: report of the Ordinary and Extraordinary General Meeting
- 13 April 2016: Soitec reports Electronics full-year revenues of 232.3 million Euros, up 36% (or 20% at constant exchange rates)
- 12 April 2016: Results of the combined Shareholders Meeting of 11 April 2016;
- 31 March 2016: Information on the total number of voting rights and shares composing the capital;
- 26 February 2016: Information on the total number of voting rights and shares composing the capital;
- 18 February 2016: Soitec announces volume manufacturing of 300mm RF-SOI substrates for the growing 4G/LTE-Advanced mobile communications market;
- 20 January 2016: Soitec announces for the 3rd quarter of the financial year 2015-2016 turnover of the Electronics operation up sequentially by 6% at constant exchange rates, in line with its forecasts;
- 13 January 2016: Amendment of the reporting calendar;
- 22 December 2015: Information on the total number of voting rights and shares composing the capital;
- 9 December 2015: Soitec, leader in the supply of SOI wafers, rejects the allegations of infringement of patent;
- 25 November 2015: Information on the total number of voting rights and shares composing the capital;

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- 20 November 2015: Publication of the Half-year Financial Report for 2015-2016;
- 18 November 2015: Half-year results 2015-2016;
- 22 October 2015: Information on the total number of voting rights and shares composing the capital;
- 19 October 2015: Soitec announces for the second quarter of the financial year 2015-2016 turnover of the Electronics division in line with its forecasts and consolidated turnover up by 23% on last year.
- 24 September 2015: Information on the total number of voting rights and shares composing the capital;
- 15 September 2015: Soitec and Simgui announce the manufacturing of the first 200mm SOI wafers in China;
- 15 September 2015: Appointment of the founder of Soitec as Honourable Chairman of the Soitec Group;
- 24 August 2015: Information on the total number of voting rights and shares composing the capital;
- 5 August 2015: Soitec announces the discontinuance of negotiations with ConcenSolar on the sale of certain solar assets and continues its refocusing on electronics;
- 30 July 2015: Ordinary and Extraordinary General Shareholders' Meeting of 30 July 2015;
- 30 July 2015: Minutes of the Ordinary and Extraordinary General Shareholders' Meeting of 30 July 2015;
- 24 July 2015: Information on the total number of voting rights and shares composing the capital;
- 20 July 2015: Turnover in line with the objective for the Electronics division at €54.1 million for Q1 2016. The management confirms the strategic refocusing on electronics;
- 14 July 2015: One of the largest semi-conductor foundries speeds up the FD-SOI ecosystem;
- 13 July 2015: Soitec and SCREEN join up to produce 300mm FD-SOI substrates with uniformity controlled at atomic scale;
- 10 July 2015: Minutes of the Ordinary and Extraordinary General Shareholders' Meeting of 10 July 2015;
- 10 July 2015: Ordinary and Extraordinary General Shareholders' Meeting of 10 July 2015;
- 10 July 2015: As part of its strategic refocusing, Soitec appoints Grégoire Duban, Chief Financial Officer, and Thierry Tron, Deputy Financial Officer;
- 7 July 2015: Soitec successfully completes its eXact programme supported by future investments in digital;
- 24 June 2015: A CPV wafer fitted with 4-junction solar cells developed with Soitec's expertise in semi-conductor materials achieves record efficiency of 38.9%;
- 18 June 2015: Mixed General Meeting of 10 July 2015 - Provision of preparatory documents;
- 12 June 2015: Information on the total number of voting rights and shares composing the capital;
- 11 June 2015: Publication of the Reference Document 2014-2015;
- 9 June 2015: Soitec and Shanghai Industrial Technology Research Institute (SITRI) announce collaboration on high-performance RF-SOI technology;
- 29 May 2015: Information on the total number of voting rights and shares composing the capital;
- 28 May 2015: Full year results 2014-2015; Consolidated turnover 2014-2015: €222.9 million. Current operating losses 2014-2015: €125.9 million. Strategic refocusing on core business with the signature of an agreement to sell the solar systems' activity to ConcenSolar. New financing closed in May 2015
- 21 May 2015: Soitec divests its solar system business to refocus on its core business: semi-conductor materials;
- 28 April 2015: Information on the total number of voting rights and shares composing the capital (pdf);
- 20 April 2015: Consolidated turnover 2014-2015 of €222.9 million. Refocusing on the core electronic business in progress. New financing in April 2015 (closing expected in May 2015);
- 01 April 2015: Soitec confirms being eligible for the new PEA-PME (share savings scheme for financing SME).

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