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Proposed repurchase by Soitec of the 2018 OCEANEs through a reverse bookbuilding

- Launch of a reverse bookbuilding to institutional investors with a price range of 2.25 euros to 2.45 euros (accrued coupon included) per 2018 OCEANE
- In case of repurchase above 30% of the issued 2018 OCEANEs, the Company will launch a standing repurchase offer (*procédure de désintéressement*). Between 20% and 30%, the Company reserves the right to open a standing repurchase offer, depending on price sensitivities of the indications received
- Intention to launch a capital increase with shareholders' preferential subscription rights, which amount will be between €53.5 million and €103.5 million as decided according to the amount finally allocated to the repurchase of the 2018 OCEANEs

Berlin, France, 3 May 2016 – Soitec (Euronext Paris), world leader in designing and manufacturing innovative semiconductor materials, today announces its intention to repurchase all or a part of the bonds convertible into and/or exchangeable for new or existing shares issued by the Company on 18 September 2013 (ISIN : FR0011566793) and due 18 September 2018, of which 39,996,350 are outstanding on the date hereof, for an aggregate nominal amount of 103,190,583 euros (the “**2018 OCEANEs**”) through a reverse bookbuilding and subject to completion of the capital increase with shareholders' preferential subscription rights of an amount between €53.5 million and €103.5 million (the “**Share Capital Increase**”) the principle of which was announced by the Company on 10 February 2016 and then approved by the Company shareholders' meetings on 11 and 29 April 2016.

As part of this reverse bookbuilding, the Company will receive until close of the trading day of 4 May 2016, outside the United States of America, through the intermediary of BNP Paribas and Natixis, irrevocable indications of interest to sell the 2018 OCEANEs. The Company will consider irrevocable sale indications of interest within a price range of 2.25 euros to 2.45 euros per 2018 OCEANE (accrued interests included). Depending on the sale indications of interest (and their prices received by the Company upon completion of the reverse bookbuilding, the Company may decide the repurchase of all or a part of the OCEANEs 2018 submitted to it and in that case, will determine the unit repurchase price of the 2018 OCEANEs.

The final terms and conditions of the repurchase will be established in order to find an optimal balance between the price and the repurchased amount in light of the interests of the shareholders as well as the Company.

In case of repurchase (subject to completion of the Share Capital Increase) above 30% of the 2018 OCEANEs initially issued, the Company will implement a standing repurchase offer in France for a period of five (5)

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consecutive trading days starting on the next trading day following the determination of the repurchase price through the reverse book building in order to ensure a fair treatment of all of the 2018 OCEANEs holders.

In case of repurchase between 20% and 30% of the 2018 OCEANEs initially issued subject to completion of the Share Capital Increase, the Company reserves the right to implement such standing repurchase offer. The orders placed by the 2018 OCEANEs holders in the standing repurchase offer will be irrevocable.

The company will announce on 4 May 2016 (after market close) the number of OCEANEs repurchased in the reverse bookbuilding and, as the case may be, the launch of the terms and conditions of the standing repurchase offer and will precise the contact terms (together with contact details) of the financial intermediaries.

The settlement and delivery of the reverse bookbuilding will take place on the same date as (and under the condition of) the settlement and delivery of the Share Capital Increase. In case of non-completion of the Share Capital Increase, no 2018 OCEANEs submitted to the Company as part of the reverse bookbuilding will be repurchased. The settlement and delivery of the Share capital Increase and the OCEANEs repurchased is expected to take place as from 7 June 2016 pursuant to the indicative timetable mentioned below, subject to the markets conditions and the approval of the French Financial Market Authority (the “*Autorité des marchés financiers*” or the “**AMF**”) on the prospectus related to the Share Capital Increase.

Therefore, the definitive number of OCEANEs repurchased will be announced on 12 May 2016 if the standing repurchase offer is launched and otherwise on 4 May 2016 (after market close).

The definitive amount of the Share Capital Increase will be determined on the basis of the amount allocated by the Company to the repurchase of the 2018 OCEANEs through the reverse bookbuilding and, if applicable, the standing repurchase offer.

The repurchase of the 2018 OCEANEs will be conducted by BNP Paribas and Natixis as Dealer Managers. Lazard is acting as financial advisor to the Company.

The 2018 OCEANEs repurchased through the reverse bookbuilding and, if applicable, through the standing repurchase offer, will be cancelled in accordance with the terms of issuance and pursuant to applicable law.

Upon completion of the settlement and delivery of the Share Capital Increase, the Company reserves the right to conduct further repurchases of 2018 OCEANEs, on or off-market, and/or exercise, if applicable, the right to call, in its sole discretion, for the early repayment of the 2018 OCEANEs in accordance with the terms of their contract of issuance.

Indicative timetable of the 2018 OCEANEs repurchase

3 May 2016	Press release announcing the launch of the 2018 OCEANEs repurchase and its price range (before the market opening) Opening of the reverse bookbuilding to institutional investors holding 2018 OCEANEs
4 May 2016	End of the reverse bookbuilding Press release announcing the number and the repurchase price of the 2018 OCEANEs that the Company has decided to repurchase through the reserve bookbuilding subject to completion of the Share Capital Increase (after the market closing)
5 May 2016	If applicable, opening of the standing repurchase offer period and press release announcing the opening (before the market opening)

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11 May 2016	If applicable, end of the standing repurchase offer period
12 May 2016	If applicable, press release announcing the results of the standing repurchase offer period and the total number of the repurchased 2018 OCEANEs subject to completion of the Share Capital Increase (after the market closing) Expected date of the approval by the AMF on the prospectus relating to the Share Capital Increase and signing of the underwriting agreement with BNP Paribas and Natixis
From 7 June 2016	Expected date of the settlement-delivery of the Share Capital Increase and of the 2018 OCEANEs repurchased through the reverse bookbuilding and, if applicable, through the standing repurchase offer

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About Soitec:

Soitec (Euronext, Paris) is a world leader in designing and manufacturing innovative semiconductor materials. The company uses its unique technologies and semiconductor expertise to serve the electronics and energy markets. With 3,600 patents worldwide, Soitec's strategy is based on disruptive innovation to answer its customers' needs for high performance, energy efficiency and cost competitiveness. Soitec has manufacturing facilities, R&D centers and offices in Europe, the U.S. and Asia. For more information, please visit www.soitec.com.

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IMPORTANT NOTICE

Participate in an offer to buy the 2018 OCEANES

No communication and no information in respect of the offer to buy the 2018 OCEANES may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken outside of France in any jurisdiction where such steps would be required.

This press release does not constitute an invitation to participate in the repurchase of the 2018 OCEANES in any country in which, or to any person to whom, it is forbidden to make such an invitation in accordance with applicable laws and regulations. In particular, the 2018 OCEANES repurchase is not offered and will not be offered, directly or indirectly to the United States of America in any form or mean whatsoever. Persons in possession of this press release are summoned to inform themselves and to conform with all legal and regulatory restrictions.

This document constitutes an advertisement and not a prospectus.

No communication or other information related to this transaction or to Soitec S.A. may be transmitted to the public in a country in which any approval or registration is required. No steps to such end have been taken or will be taken by Soitec S.A. in any country in which such steps would be required (other than France).

This press release and the information contained herein do not constitute and cannot be construed as a public offer, an offer to sell or subscribe or a solicitation of an order to purchase or subscribe securities in any country, other than France.

This press release does not constitute an offer or a solicitation to sell or subscribe for securities requiring a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and Council dated November 4, 2003, as amended, including by Directive 2010/73/EU (together, the "Prospectus Directive", such expression including any relevant implementing measure in each member State of the European Economic Area).

With respect to the member states of the European Economic Area other than France (each a "Member State") having implemented the Prospectus Directive, no action has been or will be taken in order to permit a public offer of the securities which would require the publication of a prospectus in any Member State. In each Member State, the

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information contained herein is addressed solely to persons who are "qualified investors" within the meaning of the Prospectus Directive.

The securities mentioned in this press release have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), and may not be offered, or sold in the United States in the absence of such registration or an applicable exemption from the registration requirement under the Securities Act. Soitec S.A. does not intend to register any portion of the planned offering in the United States or to conduct a public offering of securities in the United States.

This press release is neither an invitation nor an inducement to engage in investment activity for the purpose of Section 21 of the Financial Services and Markets Act 2000, as amended ("FSMA"). This press release is directed only at (i) persons outside the United Kingdom, (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), (iii) persons referred to in Article 49(2) (a) to (d) of the Order (high net worth entities, non-registered associations, etc.) and (iv) other persons to whom this document may be lawfully communicated (all persons listed in (i), (ii), (iii) and (iv) above being referred to as "Relevant Persons"). The securities of Soitec S.A. described herein are available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person must not act or rely on this document or any of its contents.

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