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## Repurchase by Soitec of 22,073,131 2018 OCEANEs at a unit price of €2.45

(ISIN: FR0011566793)

*Bernin, France, 4 May 2016* – Soitec (the “**Company**” or “**Soitec**”) has received through a reverse bookbuilding process conducted by BNP Paribas and Natixis, outside the United States of America, indications of irrevocable selling interests on 22,073,131 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 (the “**2018 OCEANEs**”), representing approximately 55.18% of the number of the 2018 OCEANEs initially issued, at a unit price of 2.45 euros per 2018 OCEANE (accrued coupon included), *i.e.* a global amount of approximately 54,079,170.95 euros. The settlement and delivery of the 2018 OCEANEs collected in the reverse bookbuilding will be subject to completion of the share capital increase with shareholders' preferential subscription rights of an amount between 53.5 million euros and 103.5 million euros (the “**Share Capital Increase**”) the principle of which was announced by the Company in a press release dated on 10 February 2016 and then approved by the Company shareholders' meetings on 11 and 29 April 2016. The Company also announces that BNP Paribas and Natixis acting as Joint Global Coordinators, Joint Lead Managers and Joint Bookrunners, have already committed to enter into an underwriting agreement in relation with the Share Capital Increase subject to certain customary conditions.

The number of 2018 OCEANEs repurchased (subject to completion of the Share Capital Increase) in the reverse bookbuilding representing more than 30% of the number of 2018 OCEANEs initially issued, the Company undertakes, in order to ensure a fair treatment of all of the 2018 OCEANEs holders, to implement a standing repurchase offer in France on the regulated market of Euronext in Paris under the same price and settlement and delivery conditions as for the reverse bookbuilding.

This standing repurchase offer will be placed for a period of five (5) consecutive trading days, *i.e.* from 5 May 2016 to 11 May 2016 included (according to the indicative timetable). This standing repurchase offer will be made at the same price as that decided for the reverse bookbuilding, *i.e.* 2.45 euros (accrued coupon included) per 2018 OCEANE. Orders placed by the 2018 OCEANEs holders in this standing repurchase offer will be irrevocable.

The settlement and delivery of the 2018 OCEANEs repurchased in the standing repurchase offer as well as in the reverse bookbuilding will occur on the same date as (and under the condition of) the settlement and delivery of the Share Capital Increase. According to the indicative timetable of the Share Capital Increase and subject to markets conditions and the approval of the French Financial Market Authority (the *Autorité des marchés financiers*) on the prospectus related to the Share Capital Increase, the settlement and delivery of the Share Capital Increase and of the 2018 OCEANEs repurchased is expected to take place as from 8 June 2016. In case of non-completion of the Share Capital Increase, no 2018 OCEANE submitted to the Company as part of the reverse bookbuilding and standing repurchase offer will be repurchased and the orders will be retroactively cancelled.

The number of 2018 OCEANEs outstanding at the end of the reverse bookbuilding and after completion of the Share Capital Increase, subject to the number of 2018 OCEANEs to be tendered in the standing repurchase offer, will amount to 17,923,219 2018 OCEANEs, *i.e.* about 44.81% of the 2018 OCEANEs initially issued.

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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 the standing repurchase offer.

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

Upon completion of the settlement and delivery of the Share Capital Increase, and the 2018 OCEANEs repurchased 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.

#### **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](http://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 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.*

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