



Successful completion of the rights issue of approximately €75.4 million

- The rights issue of approximately €75.4 million was oversubscribed with a total demand of approximately 391.5 million shares, representing approximately 166% of the offer
- The success of the rights issue is the final step of the recapitalisation project of approximately €151.9 million announced on February 10th, 2016, allowing Soitec to strengthen its balance sheet structure and its capacity investments for the production of FD-SOI which offers promising prospects related to its large-scale adoption by the semi-conductor industry
- The settlement and delivery of the 2018 OCEANEs repurchased as part of the standing repurchase offer as well as in the reverse bookbuilding (together representing a total of approximately 62.45% of the 2018 OCEANEs initially issued) will occur on the same day as the settlement of the rights issue

Bernin, France, June 6th, 2016 – Soitec (Euronext Paris), world leader in the manufacturing of revolutionary semiconductor materials, today announces the success of the rights issue, announced on May 13th, 2016, and of which the subscription period took place between May 16th, 2016 and May 30th, 2016, for a total gross amount of €75,418,403.20, including the issue premium (the “**Rights Issue**”).

Total subscription orders for this capital increase amounted to approximately €125.3 million, i.e., a subscription rate of 166.11%.

222,401,060 new shares were subscribed on a non-reducible basis (“*à titre irréductible*”), representing 94.36% of the new shares to be issued. Subscriptions on a reducible basis (“*à titre réductible*”) amounted to 169,096,983 new shares, representing 71.75% of the shares to be issued, and will, as a result, be satisfied only in part, i.e. for 13,281,450 new shares.

This Rights Issue, combined with the reserved capital increases for an amount of approximately €76.5 million granted to Bpifrance Participations, CEA Investissement and NSIG Sunrise (the “**Reference Shareholders**”), completed on May 2nd, 2016, allows Soitec to complete a global capital increase for a gross amount of approximately €151.9 million.

The funds raised as a result of the Rights Issue, combined with the funds raised as a result of the reserved capital increases performed on May 2nd, 2016, as well as part of the available cash of the Company, are intended on the one hand to finance the industrial capacity investments for the production of FD-SOI (approximately €40 million), to reimburse the loans with a maturity date in May 2016 (approximately €50 million, which were partly repaid by offsetting them against part of the Rights Issue’ subscription price to be paid by Bpifrance Participations and CEA Investissement, and the remainder in cash), and to strengthen the balance sheet structure of the Company by financing the repurchase of the 2018 OCEANEs provided as part of the reverse bookbuilding and the standing repurchase offer (approximately €61 million).

More specifically, as previously announced on May 13th, 2016, the Rights Issue is part of the agreement entered into between the Company and the Reference Shareholders, formalized through the signing of a subscription agreement and a shareholders’ agreement, both dated March 7th, 2016, aiming at strengthening its balance sheet structure, financing its future growth through the capacity investments required for the production of 300 mm FD-SOI on the Bernin II (France) site and building a long term shareholder base intending in particular to support the mass adoption

of FD-SOI technology and to support its industrial expansion. The Company's decision to strengthen its capacity investments for the production of FD-SOI falls within the framework of its strategy to refocus its activities in the Electronics sector and the promising prospects related to the potential large-scale adoption of FD-SOI by the semiconductor industry.

Mr. Paul Boudre, Chairman and CEO of Soitec, commented: *“The success of the Rights Issue reflects the confidence of our shareholders in Soitec’s prospects, now refocused on the Electronics business. Thanks to the overall recapitalization project, Soitec benefits from a strengthened shareholding structure and restored financial flexibility which will allow it to be fully devoted to its profitable growth strategy in its core business. Benefiting from our position as world leader in revolutionary semiconductor materials, we are now able to take advantage of the promising prospects related to the development of consumer electronics markets”.*

As they had undertaken, Bpifrance Participations, CEA Investissement and NSIG Sunrise subscribed to the Rights Issue on a non-reducible basis by exercising all of their preferential subscription rights, but excluding fractional rights (by offsetting its debt maturing on May 27th, 2016, for Bpifrance Participations, by offsetting its debt maturing on May 27th, 2016, and the remainder in cash for CEA Investissement, and in cash for NSIG Sunrise). Following the completion of the Rights Issue, they therefore each have a 14.5% stake in Soitec’s capital.

The share capital of Soitec following the capital increase will amount to € 60,604,074.50, represented by 606,040,745 shares with a par value of €0.10 each.

Company’s shareholding after the settlement and delivery of the Rights Issue:

Shareholding	# shares	% share capital	# exercisable voting rights at General Meeting	% exercisable voting rights at General Meeting
Bpifrance Participations	87,875,902	14.50%	87,875,902	14.22%
CEA Investissement	87,875,902	14.50%	87,875,902	14.22%
NSIG Sunrise	87,875,902	14.50%	87,875,902	14.22%
Groupe familial Auberton-Hervé	5,854,656	0.97%	11,471,216	1.86%
<i>Of which André-Jacques Auberton-Hervé</i>	<i>5,324,949</i>	<i>0.88%</i>	<i>10,411,802</i>	<i>1.69%</i>
<i>Of which Famille Auberton-Hervé</i>	<i>529,707</i>	<i>0.09%</i>	<i>1,059,414</i>	<i>0.17%</i>
Caisse des Dépôts et Consignations	8,641,629	1.43%	8,641,629	1.40%
Shin-Etsu Handotai	4,452,599	0.73%	4,452,599	0.72%
Public	323,352,704	53.35%	329,572,912	53.35%
Treasury shares	111,451	0.02%	0	0.00%
Total	606,040,745	100%	617,766,062	100%

The settlement and delivery as well as the admission to trading of the new shares on the Euronext regulated market are expected to take place on June 8th, 2016. The new shares will bear current dividend rights and will confer the right, from their issuance, to all dividends decided by the Company from this date. They will be immediately identical to the existing shares of the Company and will be traded on the same quotation line as these shares under ISIN code FR0004025062.

BNP Paribas and Natixis act as Joint Global Coordinators, Joint Lead Managers and Joint Bookrunners for the Rights Issue. Lazard is acting as financial advisor to the Company. Bryan Garnier acts as Co-Lead Manager.

Standstill and lock-up

Soitec agreed to a lock-up period of 180 calendar days following the settlement and delivery of the Rights Issue, subject to certain standard exceptions.

Each of the Reference Shareholders agreed, subject to certain exceptions, to a lock-up period from May 12th, 2016, until the 90th calendar day following the settlement and delivery of the Rights Issue.

NSIG Sunrise committed not to increase, directly or indirectly, alone or in concert, its stake and voting rights in the Company beyond 14.5% through acquisitions of existing shares during a period of three years from the settlement-

delivery of the Rights Issue, and as long as no other shareholder of the Company exceeds this threshold whether directly or indirectly, alone or in concert, (or, in the case of CEA Investissement, a threshold between 14.5% and 15%).

It is also specified that, pursuant to resolution no. 9 approved by the shareholders' combined general meeting dated April 11th, 2016 as well as the board of directors' decision dated May 12th, 2016, CEA Investissement may, until February 28th, 2017, subscribe, under the same terms and conditions than those of the reserved capital increases completed on May 2nd, 2016, to new shares representing up to 0.5% of the Company's share capital between the date of completion of the Rights Issue and February 28th, 2017.

2018 OCEANEs buy-back

Following the reverse bookbuilding and the standing repurchase offer respectively implemented on May 3rd and May 4th, 2016, and May 11th, 2016, Soitec repurchased (subject to completion of the Share capital Increase), through BNP Paribas and Natixis, 24,978,254 2018 OCEANEs, representing approximately 62.45% of the number of 2018 OCEANEs initially issued at the price of 2.45 euros each (including accrued interest), i.e. a total amount of 61,196,722.30 euros. Consequently, the number of OCEANEs outstanding as a result of the settlement and delivery of the 2018 OCEANEs repurchased in the reverse bookbuilding as well as in the standing repurchase offer will amount to 15,018,096 2018 OCEANEs, i.e. 37.55% of the 2018 OCEANEs initially issued.

Information available to public

The Prospectus filed with the *Autorité des marchés financiers* (the “**AMF**”) under visa number 16-168 dated May 12th, 2016, consists of Soitec's *Document de Référence* filed with the AMF on June 10th, 2015, under number D.15-0587, Soitec's first *Actualisation du Document de Référence* filed on March 7th, 2016, under number D.14-0587-A01, and Soitec's second *Actualisation du Document de Référence* filed on April 27th, 2016, under number D.15-0587-A02, as well as a securities note and a summary of the Prospectus (included in the securities note).

Copies of the Prospectus may be obtained free of charge at Soitec's registered office, Parc Technologique des Fontaines, Chemin des Franques – 38190 – BERNIN – France, on the Company's corporate website (www.soitec.com), on the AMF's website (www.amf-france.org).

The Company draws investors' attention to the risk factors described in pages 7 to 14 of the *Document de Référence*, in page 7 of the first *Actualisation du Document de Référence* and section 2 of the securities note. Indeed, the occurrence of these risks, a few of them, or other risks not yet identified or so far considered as non-significant by Soitec, could have a detrimental effect on the Company's activity, results, financial position or revenues.

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.

For any additional information, please contact:

Investors Relations

Steve Babureck
+33 (0)6 16 38 56 27 ou +1 858 519 6230
steve.babureck@soitec.com

Retail Investors Relations

investors@soitec.com

Press Relations

Fabrice Baron
+33 (0)1 53 32 61 27
fabrice.baron@ddbfinancial.fr

Isabelle Laurent

+33 (0)1 53 32 61 51
isabelle.laurent@ddbfinancial.fr

IMPORTANT NOTICE

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.

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.

The release, publication or distribution of this press release in certain jurisdictions may be restricted by laws or regulations. Persons physically located in such jurisdictions into which this press release is released, published or distributed must inform themselves about and comply with such laws or regulations.

This press release must not be published, released or distributed, directly or indirectly, in the United States, Australia, Canada or Japan.