

*This announcement is not an offer of securities in the United States or any other jurisdiction. The Bonds (and underlying shares) may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended. Soitec does not intend to register any portion of the planned offer in the United States or to conduct a public offering of securities in the United States.*



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**Press release  
Paris, September 11, 2009**

**Information of the public in relation to the stabilization of the bonds convertible into and/or exchangeable for new or existing Soitec shares due September 9, 2014**

Pursuant to Section 9.3 of Regulation (EC) N°2273/2003 of the European Commission of December 22, 2003 and Section 631-10 of the *Règlement Général de l'Autorité des marchés financiers*, Soitec informs the public that Morgan Stanley & Co. International plc, in its capacity as stabilization agent in the context of the issuance of bonds convertible into and/or exchangeable for new or existing shares of Soitec due September 9, 2014 (the "OCEANES"), carried out stabilization transactions in relation to the OCEANES during the stabilization period, which started on September 1, 2009, following the press release of Soitec announcing the final terms of the Bonds and ends 30 days after such date.

The following information was brought to the knowledge of Soitec:

- the first stabilization transaction was carried out on September 2, 2009 and the last stabilization transaction was carried out on September 4, 2009;
- the stabilization transactions were carried out at the following prices:

<b>Stabilisation Date</b>	<b>Price Range (in % of par)</b>	<b>Price Range (in €)</b>
September 2, 2009	92.39% - 95.90%	€7.90 - €8.20
September 4, 2009	99.35%	€8.495

This press release does not constitute an offering, and the offering of OCEANES is not a public offering in any jurisdiction other than France.

## **About Soitec**

The Soitec Group is the world's leading innovator and provider of the engineered substrate solutions that serve as the foundation for today's most advanced microelectronic products. The group leverages its proprietary Smart Cut™ technology to engineer new substrate solutions, such as silicon-on-insulator (SOI) wafers, which became the first high-volume application for this proprietary technology. Since then, SOI has emerged as the material platform of the future, enabling the production of higher performing, faster chips that consume less power.

Today, Soitec produces more than 80 percent of the world's SOI wafers. Two other divisions, Picogiga International (Les Ulis) and Tracit Technologies (Bernin), complete the Soitec Group. Picogiga delivers advanced substrates solutions, including III-V epiwafers and gallium nitride (GaN) wafers, to the compound material world for the manufacture of high-frequency electronics and other optoelectronic devices. Tracit, on the other hand, provides thin-film layer transfer technologies used to manufacture advanced substrates for power ICs and microsystems, as well as generic circuit transfer technology "Smart Stacking" for applications such as image sensors and 3D-integration.

More information is available at [www.soitec.com](http://www.soitec.com).

## Public Information

The French prospectus, consisting of Soitec's *document de référence* filed with the AMF on June 23, 2009 under No. D. 09-0537, an actualisation of the *document de référence* filed with the AMF on September 1, 2009 under No. D. 09-0537-A1, a *note d'opération* and a summary (*résumé*) (included in the *note d'opération*), received visa n° 09-246 from the AMF on September 1, 2009. Copies of this prospectus are available free of charge at Soitec, Parc Technologique des Fontaines, 38190 Bernin, France and may be accessed on the websites of Soitec ([www.soitec.com](http://www.soitec.com)) and the AMF ([www.amf-france.org](http://www.amf-france.org)). Investors are urged to consider the risk factors set forth at pages 7 to 11 of the *document de référence*, as well as under Section 2 of the *note d'opération*.

## Disclaimer

No communication and no information in respect of the offering by Soitec of bonds convertible into and/or exchangeable for new or existing shares (the "Bonds") may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken in any jurisdiction outside France where such steps would be required. The offering or subscription of the Bonds may be subject to specific legal or regulatory restrictions in certain jurisdictions. Soitec takes no responsibility for any violation of any such restrictions by any person.

This announcement is an advertisement and not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4<sup>th</sup>, 2003 (as implemented in each member State of the European Economic Area, the "Prospectus Directive").

This announcement does not, and shall not, in any circumstances constitute a public offering nor an invitation to the public in connection with any offer.

The offer and sale of the Bonds in France will first be carried out in accordance with article L. 411-2 of the "Code monétaire et financier" and in accordance with Decree no. 98-880 of October 1st, 1998 relating to qualified investors as defined therein. The offer will be made to the public in France only after the granting of the "visa" by the AMF on the prospectus.

With respect to the member States of the European Economic Area, other than France, which have implemented the Prospectus Directive (each, a "relevant member State"), no action has been undertaken or will be undertaken to make an offer to the public of the Bonds requiring a publication of a prospectus in any relevant member State. As a result, the Bonds may only be offered in relevant member States:

- (I) to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to place securities;
- (II) to any legal entity which has two or more of the following criteria: (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than € 43 million; and (3) an annual net turnover of more than € 50 million, as per its last annual or consolidated accounts;
- (III) in any other circumstances, not requiring the issuer to publish a prospectus as provided under article 3(2) of the prospectus directive.

This press release is directed only at persons who (i) are located outside the United Kingdom, (ii) have professional experience in matters relating to investments and fall within Article 19(5) ("investment professionals") of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, (III) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc") of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 or (iv) are persons to whom this communication may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons"). The securities are directed only at Relevant Persons and no invitation, offer or agreements to subscribe, purchase or otherwise acquire securities may be proposed or made other than with Relevant Persons. Any person other than a Relevant Person may not act or rely on this document or any provision thereof. Persons distributing this document must satisfy themselves that it is lawful to do so. Past performance of Soitec securities should not be relied on as an indication of future performance.

This press release is not a prospectus which has been approved by the Financial Services Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

The offering of the Bonds has not been registered with or cleared by the Commissione Nazionale per le Società e la Borsa ("CONSOB") pursuant to the Prospectus Directive (Directive 2003/71/EC) and the Italian securities regulation and, accordingly, the Bonds have not been and will not be offered, sold or distributed in the Republic of Italy ("**Italy**") in an offer to the public of financial products under the meaning of Article 1, paragraph 1, letter t) of Legislative Decree No. 58 of February 24, 1998 as amended (the "**Financial Services Act**") unless an exception applies. Therefore, the Bonds may only be offered, transferred or delivered within the territory of Italy:

- (a) to qualified investors (investitori qualificati), as defined in Article 2 paragraph (e) of the Prospectus Directive as implemented by Article 34-ter of CONSOB Regulation No. 11971 of May 14, 1999, as amended (the "**Issuers Regulation**"); or
- (b) in any other circumstances where an express exemption from compliance with the restrictions on offers to the public applies, including, without limitation, as provided under Article 100 of the Financial Services Act and Article 34-ter of the Issuers Regulation.

In addition, and subject to the foregoing, any offer, sale or delivery of the Bonds or distribution of any document relating to the offering in Italy under (a) and (b) above must be:

- (i) made via investment firms, banks or financial intermediaries authorized to carry out such activities in Italy in accordance with the Financial Services Act, the Issuers Regulation, CONSOB Regulation No. 16190 of October 29, 2007 and Legislative Decree No. 385 of September 1st, 1993 (the "**Banking Law**"), all as amended;
- (ii) in compliance with Article 129 of the Banking Law and the implementing guidelines, pursuant to which the Bank of Italy may request information on the offering or issue of securities in Italy; and
- (iii) in compliance with any other applicable laws and regulations, including any conditions, limitations or requirements that may be, from time to time, imposed by the relevant Italian authorities concerning securities, tax matters and exchange controls.

*Any investor purchasing the Bonds in this offering is exclusively responsible for ensuring that any offer or resale of the Bonds it purchased in this offering occurs in compliance with applicable laws and regulations.*

*Article 100-bis of the Financial Services Act affects the transferability of the Bonds in Italy to the extent that any placing of the Bonds is made solely with qualified investors and such Bonds are then systematically resold to non-qualified investors on the secondary market at any time in the 12 months following such placing. Should this occur without the publication of a prospectus, and outside of the application of one of the exemptions referred to above, purchasers of Bonds who are acting outside of the course of their business or profession are entitled to have such purchase declared void and to claim damages from any authorized intermediary at whose premises the Bonds were purchased.*

*This press release may not be published, distributed or transmitted in the United States (including its territories and dependencies, any state of the United States and the district of Columbia). This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "Securities Act"). They may not be offered or sold in the United States (as defined in Regulation S under the Securities Act), except pursuant to an exemption from the registration requirements of the Securities Act. Soitec does not intend to register any portion of the proposed offering in the United States or to conduct a public offering in the United States.*

*Morgan Stanley & Co. International plc is acting only for Soitec and no one else in connection with the matters described in this announcement. In connection with such matters, Morgan Stanley & Co. International plc, its affiliates and their directors, officers, employees and agents will not regard any other person as their client nor will they be responsible to any other person for providing the protections afforded to their clients*

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