

GROUP DECLARATION ON GOVERNANCE INCLUDING CORPORATE GOVERNANCE REPORT

The following Declaration on Corporate Governance in accordance with Sections 289f and 315d HGB also includes, for the first time, the Corporate Governance Report from the Management Board and Supervisory Board within the meaning of Principle 22 of the German Commercial Code (GCGC) in the version from December 16, 2019.

The Remuneration Report is included as part of the Management Report in the Company's 2020 Annual Report and is published on the Company's Investor Relations website:

<https://www.suss.com/de/investor-relations/veroeffentlichungen/finanzberichte>

The Group Declaration on Corporate Governance in accordance with Sections 289f and 315d HGB is, pursuant to Section 315 (5) German Commercial Code (HGB), part of the condensed Management Report of SUSS MicroTec SE and of the Group. In accordance with Section 317 (2) (6) HGB, the verification of information according to Sections 289f (2) and (5) as well as Section 315d HGB is to be restricted to whether these statements were made. The Declaration on Corporate Governance includes the Declaration of Compliance in accordance with Section 161 German Stock Corporation Law (AktG), relevant information on corporate governance practices, a description of the working procedures of the Management and Supervisory Boards, the provisions to promote the participation of women in leadership positions, and a description of the diversity concept. Furthermore, the report includes information on the Company's corporate governance.

Declaration of compliance

Section 161 of the German Stock Corporation Act obligates the Management Board and Supervisory Board of listed companies to declare whether they complied with the GCGC in its respectively valid form or which recommendations of the GCGC were not or are not applied and to provide justification for this deviation. The last declaration of compliance was made in December 2020. The Management Board and Supervisory Board of SUSS MicroTec SE declare in accordance with Section 151(1) German Stock Corporation Law (AktG): Since the issuance of the last declaration of compliance in December 2019, SUSS MicroTec SE has complied with all the recommendations of the German Corporate Governance Code in the version of December 19, 2019 (published in the official section of the Federal Gazette on March 20, 2020), with the following exceptions, and will continue to comply with the recommendations with the following exceptions:

Transparency and external reporting (section F.2)

The consolidated financial statements and the Group management report shall be publicly accessible within 90 days of the end of the financial year; interim reports shall be publicly accessible within 45 days of the end of the reporting period.

SUSS MicroTec SE published the consolidated financial statements for the 2019 fiscal year on April 2, 2020 and will publish the consolidated financial statements for the 2020 fiscal year on April 9, 2021. The Company is declaring a deviation from recommendation F2, given that both publication dates are outside the time frame recommended by the GCGC. However, SUSS MicroTec SE complies with the provisions of the Deutsche Börse's Prime Standards as well as the provisions of the German

Commercial Code (Section 325 HGB) and thus considers the publication of the consolidated financial statements to be timely. The Company endeavors to comply with the recommendations of the GCGC for the publication of consolidated financial statements beginning in the 2022 fiscal year.

Remuneration of the Management Board (Section G.I.)

Section G.I. of the German Corporate Governance Code 2020 contains new recommendations regarding remuneration of the Management Board compared to the previous year. The current remuneration system of SUSS MicroTec SE, which was approved by the Shareholders' Meeting on June 15, 2016, does not entirely comply with the new regulations. Therefore, the Company is declaring a deviation from point G.I. as a precaution.

In particular, the current remuneration system does not comply with the following recommendations to their full extent: G.3 (peer-group comparison of Management Board salaries), G.4 (comparison of Management Board salaries with those of the highest management level), G.8 (exclusion of a subsequent change to objectives), G.10 (share-based Management Board remuneration and lock-up period of four years), G.11 (clawback option or retention of variable remuneration by the Supervisory Board), G.14 (change-of-control clause), G.16 (deductions to remuneration for external Supervisory Board mandates).

The Supervisory Board of SUSS MicroTec SE has commissioned an external remuneration expert with the development of a new remuneration system for Management Board members. It will serve as the basis for a new remuneration system for Management Board members that will be presented for approval at the Shareholders' Meeting in 2021 and will include in particular the modified recommendations of the German Corporate Governance Code for future Management Board contracts. A provision will safeguard existing Management Board contracts.

The wording of the current Declaration of Compliance as well as of all previous declarations regarding the Code are published on the Company's website at:

<https://www.suss.com/de/investor-relations/corporate-governance/entsprechenserklaerung>.

Relevant Corporate Governance Practices

SUSS MicroTec SE has the characteristics of a midsize company and at the same is a worldwide operating, listed Company that serves many internationally leading companies as its customers. Accordingly, the Company is aware of its great social responsibility for sustainability towards all stakeholders, especially towards customers and employees. This responsibility naturally includes adhering to applicable laws at all times and around the world. Furthermore, the Company implemented a compliance and corporate governance system which was reviewed in the 2020 fiscal year with the help of an external consulting company and will also be developed further in 2021 based on the results. In the future, the external review will take place regularly to keep the compliance system updated, in particular, and therefore minimize the risk of violations.

Corporate Governance

The essential aspects of good corporate governance are transparency, open communication with shareholders and investors, and constructive cooperation between the Supervisory Board and the Management Board. SUSS MicroTec uses the German Corporate Governance Code (GCGC) as its orientation for this. Given the clearly defined goal of not only maintaining the continued existence of the Company, but also achieving a sustainable increase in the Company's enterprise value through responsible and long-term corporate management, corporate governance continues to be of great importance to the Company. The Management Board and Supervisory Board of SUSS MicroTec SE have renewed their intensive interest in the topic of corporate governance in the 2020 fiscal year. In its entrepreneurial activity, SUSS MicroTec strives to reinforce the confidence that investors, financial markets, business partners, employees, and the public have in the Company and to continuously enhance corporate governance within the Group. Additional information on this topic can be found on our website at:

<https://www.suss.com/de/investor-relations/corporate-governance>.

Code of Conduct

In order to ensure consistent exemplary behavior and conduct, a Code of Conduct has been devised that applies to all Group employees equally and defines minimum standards. The Code of Conduct provides parameters and sets out guidelines for employees to help them handle and overcome ethical and legal challenges that might arise in their everyday work. Infractions will be investigated consistently and their causes remedied in the interest of all employees and the Company. The Code of Conduct is also currently being revised as part of a comprehensive investigation of the compliance system at SUSS MicroTec.

Compliance

As an international entity, SUSS MicroTec is obligated to gain and retain the trust of customers and business partners via impeccable conduct. SUSS MicroTec regards it as an essential management responsibility to observe laws, regulations, internal corporate policies, and voluntary commitments, as well as to see to it that Group companies observe them as well. In addition, the Group-wide compliance program is supplemented by the Compliance Handbook, various procedural regulations, and Company bylaws applicable to particular bodies. The Compliance Handbook is addressed to all employees for the purpose of ensuring proper and consistent conduct in the handling of confidential corporate data. In particular, it explains current legal requirements prohibiting market manipulation and insider dealing. The Compliance Handbook is also being revised as part of a comprehensive investigation of the compliance system at SUSS MicroTec. Generally, individuals who work for SUSS MicroTec and, in accordance with regulations, have access to insider information in order to perform their duties at SUSS MicroTec are added to an insider list in accordance with the provisions of the European Market Abuse Regulation (MAR) when insider information is available. These individuals are notified of their consequent legal obligations and the legal consequences of violations.

Transparency and communication

SUSS MicroTec SE informs shareholders, analysts, shareholder associations, members of the media, and any interested members of the general public regularly and promptly about the Group's current business developments and position. Various target groups are treated equally and informed simultaneously.

In addition, all information relevant to the capital markets is published and can be viewed by the general public on the Company's website at

<https://www.suss.com/de/investor-relations/veroeffentlichungen/finanzkalender>.

SUSS MicroTec informs the public regularly and in a timely manner of any recurring events, for example the date of the Shareholders' Meeting or the publication dates of interim reports. This information can be found in the financial calendar published in our Annual Report and interim reports and on our Company's website.

Corporate communications at SUSS MicroTec strives to inform all target groups in an equal and timely manner, while guaranteeing the greatest possible transparency and equal opportunities for all capital market participants. In addition to quarterly news as well as semi-annual and annual reports, the Company uses telephone conversations, conferences, roadshows, and the website to inform shareholders, institutional investors, analysts, and other interested parties about developments at the Group. SUSS MicroTec mainly informs its shareholders four times per year about business development and the current net assets, financial position, and results of operations. Along with obligatory publications, which are available for download in both German and English, you may view or download presentations at key events and Management Board interviews in video or audio format free of charge at www.suss.com > *Investor Relations*.

Description of the Working Procedures of the Management and Supervisory Boards

SUSS MicroTec SE has a dual management and control structure, which is exercised by the members of the Management Board and the Supervisory Board. Both Boards work together closely in the interest of the Company and with the common goal of increasing the enterprise value over the long term. The Management and Supervisory Boards are subject to their respective bylaws that are reviewed regularly.

Supervisory Board

The Supervisory Board monitors and consults the Management Board with regard to the management of the Company and appoints the members of the Management Board. The Supervisory Board discusses business development and planning as well as strategy and its implementation with the Management Board at regular intervals. It examines and assesses quarterly and interim reports and approves the annual financial statements of SUSS MicroTec SE and the Group, taking into account the results of the audit and reports from the auditor. Its responsibilities also include monitoring the Company's compliance with legal provisions, government regulations, and internal corporate policies. Significant business events – for example, acquisitions, divestments, and financial transactions – require its approval. The Chairman of the Supervisory Board coordinates the work of the Supervisory Board, chairs its meetings, and looks after the body's interests externally. The Supervisory Board of SUSS MicroTec SE is currently comprised of only shareholder representatives since the thresholds set in the participation agreement have not yet been reached.

The Supervisory Board of SUSS MicroTec SE consists again of five members as of November 2020, as stipulated by the articles of incorporation. All members of the Supervisory Board are independent. The Supervisory Board's term of office is five years. The current term ends upon conclusion of the ordinary Shareholders' Meeting in 2022. Only the term of Dr. Schulte will end with the conclusion of the Shareholders' Meeting on June 16, 2021. The curriculum vitae and introduction of the Supervisory Board Members are available on the Company's website.

Committees

The Supervisory Board of SUSS MicroTec SE has formed two committees: a Personnel Committee (Nomination Committee and Remuneration Committee) and an Audit Committee. The committees consist of at least three members, but they do not make decisions on behalf of the Supervisory Board.

The members of the Personnel Committee (Nomination Committee and Remuneration Committee) are as follows:

- Dr. David Dean (Chairman of the committee)
- Dr. Myriam Jahn
- Dr. Dietmar Meister
- Jan Smits
- Dr. Bernd Schulte

The members of the Personnel Committee are as follows:

- Dr. Dietmar Meister (Chairman of the committee)
- Dr. David Dean
- Jan Smits

The Supervisory Board examined the efficiency of its work as part of a self-evaluation during its ordinary meeting on February 14, 2020. The examination confirmed that the work of the Supervisory Board's was efficient and that the collaboration within the Supervisory Board and with the Management Board was professional and constructive. The self-assessment was carried out using a questionnaire that was created while considering topics specific to SUSS based on the work of the working group of the Confederation of German Trade Unions (DGB). The main topics were the organization of the Supervisory Board, the provision of information, and the personnel requirements of the Supervisory Board and Management Board. The next assessment took place in the first quarter of 2021.

Management Board

SUSS MicroTec SE's Management Board consisted of two members on December 31, 2020. The members of the Management Board bear joint responsibility for management activities and decide on fundamental issues of business policy, and annual and multi-year planning. They develop the Company's strategy, coordinate this with the Supervisory Board, and ensure that it is carried out. The Management Board informs the Supervisory Board about business policy and all relevant issues related to planning, business development, risk position, risk management, and compliance on a regular, prompt, and comprehensive basis.

In addition, the Management Board is responsible for preparing the Company's quarterly and interim reports, SUSS MicroTec SE's annual financial statements, and the consolidated financial statements. Furthermore, the Management Board sees to the observance of legal provisions, government regulations, and internal corporate policies and acts to ensure compliance by employees of all Group companies.

Long-term succession planning

The Supervisory Board must ensure long-term succession planning together with the Management Board in line with the requirements of good governance. This is of great strategic importance to SUSS MicroTec: the Company is dedicated to high-precision multiplication of microstructures in the area of semiconductor manufacturing. With over 70 years of international industry experience with extremely demanding customers, a strong urge to explore and a high standard for quality drive the company in its development of high-technology products and processes.

The Supervisory Board has asked the Management Board to also keep an eye out for potential candidates within the Group who have proven themselves in the view of the Supervisory Board based on the experiences of collaborating within the Group and thus may be suitable candidates for Management Board duties with the objective of making the Supervisory Board even more familiar with these managers within the Group.

In the view of SUSS MicroTec, the qualifications of Supervisory Board candidates are the primary criteria for assuming a Supervisory Board position at the Company including their previous professional accomplishments, distinct experience in leading international listed companies combined with a high degree of integrity. Attention is also paid to diversity regarding nationality, gender, and industrial background as far as this is possible under the current circumstances of a small Management Board committee.

The potential candidates should overall have different competence and personality profiles that complement each other. For this purpose, the Supervisory Board has developed a diversity concept for the composition of the Supervisory Board and published it in the Declaration on Corporate Governance. Depending on the Company's current situation, it may also make sense to reassess the weighting of individual criteria. The age limit for Management Board candidates is determined in the Company bylaws of the Supervisory Board and is 65 years at the age of appointment.

Succession planning at SUSS MicroTec is handled by the Personnel Committee. The framework conditions and qualification requirements for the position to be filled are being clarified for a possible new appointment. For an upcoming change to the Supervisory Board or when filling a vacant position, potential internal and external successors are identified as part of a structured selection process for the corresponding positions. An external personnel service provider can be commissioned with the selection and assessment of the candidates. The final hiring decision for a candidate is discussed and made by the entire Supervisory Board based on the recommendation of the Personnel Committee.

Supervisory Board Targets and Criteria Regarding its Composition

In accordance with the articles of incorporation, the SUSS MicroTec Supervisory Board currently consists of five members. The criteria and requirements for its composition listed here express the targeted objectives of the current Supervisory Board Members regarding their advisory and monitoring duties. An important objective of the composition of the SUSS MicroTec Supervisory Board is to ensure that the Company develops positively with regard to sustainable profitability and to ensure continuous adaptation to rapidly changing requirements through constructive consultation and monitoring of the Management Board on the basis of relevant expertise. Sufficient diversity of expertise among the members will generate a broad spectrum of experience and varying perspectives that can be used to the benefit of the Company.

SUSS MicroTec is a technology-oriented company that is aligned with the global semiconductor market and that must compete and develop in a very dynamic and technologically demanding environment. This necessitates that members of the Supervisory Board possess the ability to make assessments regarding technology and have relevant knowledge of markets on an international scale. In addition, dynamic changes in the market, in technology, and society are gaining in importance, which requires additional competencies for digitalization and human resources. Of particular importance in terms of technological expertise is relevant knowledge of the semiconductor and semiconductor-related industry and its equipment suppliers. In order to be able to assess trends and developments in the very dynamic markets with foresight and reliability, international experience and active networks should be represented in the Supervisory Board.

In addition to this key expertise, the Company expects Supervisory Board members and candidates to have broad experience in other areas that complement the optimal composition of the Supervisory Board. Among these areas are in particular knowledge and experience in strategic corporate development, including transaction experience for company acquisitions and sales, knowledge of the capital market, capital market communication, the recruitment of senior executives, modern remuneration systems, and a heightened sensitivity for environmental, social, and governance issues. Consequently, it is the objective of the Supervisory Board to not only attract individuals who are experienced financial experts but also to cover these areas as well. In addition to distinct subject matter expertise, Supervisory Board members also have the methodological expertise to handle complex situations and the social expertise to cooperate constructively within the body and with the Management Board.

Depending on the Company's current situation, it may make sense to adjust the weighting of individual criteria and to propose corresponding changes to the Supervisory Board at the Shareholders' Meeting. For this purpose, the Supervisory Board monitors the Company's situation and evaluates the composition of the board at regular intervals.

The Supervisory Board of SUSS MicroTec will not set any membership term limit for Supervisory Board members since doing so could harm the Supervisory Board's latitude and expertise. In SUSS MicroTec's opinion, restricting how long an individual may remain in the Supervisory Board does not promote independent and responsible action by the Supervisory Board. On the contrary, given the complex product and corporate structure, a certain length of service in the Supervisory Board should be viewed positively, since over time one can gain valuable, Company-specific experience and knowledge that can benefit the Company.

SUSS MicroTec examines each candidate for the Supervisory Board with respect to his or her expertise and availability before a proposal is made to the Shareholders' Meeting. In addition, candidates must exercise, or have previously exercised, a function as member of the Management Board, Managing Director, or a similar responsible position in a comparable or larger company, preferably close to our sector. Alternatively, experts can apply who would bring special knowledge and experience to our Company, provided that such expertise is considered meaningful for the Company's success. However, there is no fixed amount of time that Supervisory Board members must have. The Company generally distances itself from candidates who already hold five or more positions on Supervisory Boards, taking into account recommendations from the German Corporate Governance Code (GCGC) and voting rights representatives.

In the future, women will be accorded greater attention in the selection of Supervisory Board members in order to achieve suitable female participation. The Supervisory Board has been fulfilling the legal obligations for listed companies and/or companies that are subject to co-determination applicable since 2015 to set and publish targets for increasing the share of women, including in the Supervisory Board, and to report about the implementation status.

In the view of SUSS MicroTec, the qualifications of Supervisory Board candidates are the primary criteria for assuming a Supervisory Board position and therefore for the composition of the Supervisory Board. In proposals for the composition of the Supervisory Board, SUSS MicroTec supports and considers the criteria specified in the GCGC.

The age limit for Supervisory Board members is 70. The Supervisory Board mandate ends with the conclusion of the Shareholders' Meeting that follows the Supervisory Board Member's 70th birthday.

The members of the Supervisory Board are as follows: Dr. Bernd Schulte has been a member of the Supervisory Board since November 6, 2020. Dr. David Dean and Mr. Jan Smits have been members of the Supervisory Board since May 20, 2020. Dr. Dietmar Meister and Dr. Myriam Jahn have been members of the Supervisory Board of SUSS MicroTec since June 6, 2019, and May 31, 2017, respectively. Conflicts of interest are avoided in staffing the Supervisory Board by having the candidates make declarations prior to an election stating that they have no conflicts of interest. If potential or actual conflicts arise during an elected term, corresponding rules for the Supervisory Board and Management Board require that they be disclosed and handled appropriately by the full council of the Supervisory Board.

Status of the implementation on December 31, 2020: Dr. David Dean has been the Chairman of the Supervisory Board since May 2020. He has many years of international experience as well market and technology expertise. Jan Smits brings additional international expertise and distinct experience in the semiconductor equipment sector to the Supervisory Board. Dr. Myriam Jahn (Deputy Chairwoman of the Supervisory Board) has been on the Supervisory Board since 2017. She is an expert in digitalization. The position of the Financial Expert has been filled by Dr. Dietmar Meister since 2019. As a seasoned financial expert, he has sound and comprehensive expert knowledge in the finance area.

In November 2020, another technology and sector expert was added to the Supervisory Board by way of a court order. Dr. Bernd Schulte is a Supervisory Board Member of Aixtron SE and now completes the Supervisory Board of SUSS MicroTec.

The Supervisory Board considers the composition of the Supervisory Board regarding the legal objectives and the current company situation to be appropriate.

Remuneration of the Supervisory and Management Boards

With Article 24 and two recommendations, the German Corporate Governance Code 2020 contains new recommendations regarding remuneration of the Supervisory Board compared to the previous year. The current remuneration system of the Supervisory Board that was approved by the Shareholders' Meeting on June 2, 2015, does not entirely comply with the new regulations regarding recommendations G.17 (function specific remuneration) and G. 18 (fixed remuneration).

Section G.I. of the German Corporate Governance Code 2020 contains new recommendations regarding remuneration of the Management Board compared to the previous year. The current remuneration system of SUSS MicroTec SE that was approved by the Shareholders' Meeting on June 15, 2016, does not entirely comply with the new regulations. Therefore, the Company is declaring a deviation from point G.I. as a precaution.

In particular, the current remuneration system does not comply with the following recommendations to their full extent: G.3 (peer-group comparison of Management Board salaries), G.4 (comparison of Management Board salaries with those of the highest management level), G.8 (exclusion of a

subsequent change to objectives), G.10 (share-based Management Board remuneration and lock-up period of four years), G.11 (clawback option or retention of variable remuneration by the Supervisory Board), G.14 (change-of-control clause), G.16 (deductions to remuneration for external Supervisory Board mandates).

The Supervisory Board of SUSS MicroTec SE has commissioned an external remuneration expert with reviewing and developing the new remuneration system for Management Board members and will present the appropriately developed remuneration system for approval at the 2021 Shareholders' Meeting and will also include in particular the modified recommendations of the German Corporate Governance Code for future Management Board contracts. The necessary changes to the Articles of Association and the specific decisions will be part of the agenda of the Shareholder's Meeting. A provision will safeguard existing Management Board contracts. The elements of the remuneration system and the remuneration of the Management Board and the Supervisory Board are presented in the Remuneration Report, which is part of the condensed Management Report. It is available for download from the website:

<https://www.suss.com/de/investor-relations/veroeffentlichungen>

Directors' dealings

Individuals who exercise management responsibilities at SUSS MicroTec SE, including, in particular, the members of the Management Board and the Supervisory Board, are legally obligated in accordance with Article 19 MAR to disclose their own transactions with shares of SUSS MicroTec SE or corresponding financial instruments, particularly derivatives, insofar as the value of the transactions that a member of the Company with management responsibilities has carried out within the calendar year reaches EUR 20,000 within a calendar year.

All securities transactions requiring disclosure have been published in accordance with legal regulations and can also be viewed by the general public on the Company's website at

<https://www.suss.com/de/news/directors-dealing/2020>

Ownership of shares and subscription rights

The members of the Management and Supervisory Boards of SUSS MicroTec SE in office in the 2020 fiscal year owned the following number of shares and subscription rights as of the end of the fiscal year on December 31, 2020:

Supervisory Board	Number of shares on 12/31/2020
Dr. David Dean	0
Dr. Myriam Jahn	0
Dr. Dietmar Meister	0
Jan Smits	0
Dr. Bernd Schulte	0
Management Board	
Dr. Franz Richter	119,760
Oliver Albrecht	0

Members of the Management and Supervisory Boards thus held a total of 0.63 percent (119,760 out of 19,115,538 voting rights) of SUSS MicroTec SE's equity capital on December 31, 2020.

Management and Supervisory Board cooperation

As a European company (SE), SUSS MicroTec is subject to European SE regulations, the German SE Implementation Act, and German stock corporation law. The Company has a dual management and control structure, which is exercised by the members of the Management Board and the Supervisory

Board. The Management Board and Supervisory Board cooperate while taking into account the interests of our employees and shareholders in order to promote the sustainable enhancement of the Company's value. The members of the Management Board bear joint responsibility for all management activities. They are responsible for the development of the Company's strategy; they coordinate this with the Supervisory Board and ensure that it is carried out in a responsible manner.

The Supervisory Board monitors and consults the Management Board with regard to the management of the Company and appoints the members of the Management Board. Significant Management Board decisions – for example, acquisitions, divestments, and financial transactions – require the approval of the Supervisory Board.

SUSS MicroTec SE's Supervisory Board currently only consists of shareholder representatives.

The Management Board and the Supervisory Board cooperate in the interest of the Company and with the common goal of achieving a sustainable increase in the Company value. The Management Board informs the Supervisory Board about business policy and all relevant issues related to planning, business development, risk position, and risk management on a regular, prompt, and comprehensive basis. Deviations in business developments from the established plans and targets are explained and reasons for these are provided.

In the 2020 reporting year, there continued to be no consultancy agreements or other service or labor contracts between the members of the Supervisory Board and the Company. Conflicts of interest among Management and Supervisory Board members to be immediately disclosed to the Supervisory Board occurred in one case in the 2020 fiscal year. It was discussed with the Supervisory Board and an appropriate approach was agreed to avoid conflicts of interests.

Diversity Concept

The SUSS MicroTec Group is an employer that values the abilities of its employees and offers space for personal growth as a company that has the characteristics of a midsize enterprise. Each employee, regardless of age, education, gender or origin has the opportunity to develop and achieve fulfillment corresponding to their abilities and opportunities at our Company. The Supervisory Board has developed a diversity concept for itself and published this in the Declaration on Corporate Governance. In addition, the Supervisory Board has set itself objectives and criteria for its composition. These criteria are also published in the Declaration on Corporate Governance.

Supervisory Board

Diversity is generally an important requirement for maintaining competitiveness and achieving sustainable corporate success. Sufficient diversity of expertise among the senior executives will generate a broad spectrum of experience and varying perspectives that can be used to the benefit of the Company.

The diversity concept for appointments to the Supervisory Board requires, on the one hand, a distinct ability to make assessments regarding technology, as well as relevant knowledge of markets on an international scale in order to be able to assess trends and developments in our very dynamic markets with foresight and reliability. On the other hand, importance is placed not only on a profound understanding of technology but also on knowledge and experience of strategic corporate development, including transaction experience for acquisitions and sales, the capital markets, accounting, and human resources.

In addition to this key expertise, the Company expects Supervisory Board members and candidates to have broad experience in other areas that complement the optimal composition of the Supervisory Board. Consequently, it is the objective of the Supervisory Board to not only attract individuals who are experienced financial experts but also to cover these areas as well.

In setting targets and criteria for the staffing of the Supervisory Board, the decision was made on June 30, 2017, to take women into greater consideration in the future in order to achieve suitable female participation of 25 percent for the Supervisory Board that consisted of four members at the time. On December 31, 2020, the percentage of women on the Supervisory Board (expanded to 5 members) was 20 percent.

Management Board

Supervisory Board Members should have distinct experience in leading internationally operating, listed companies. The expert qualification for the department to be managed and the personality of the potential candidates and their previous accomplishments comprise the general suitability criteria for the Company. Based on this, the Supervisory Board approved a diversity concept for the composition of the Supervisory Board in accordance with Sections 289f (2)(6) of the German Commercial Code, while also considering that the Supervisory Board of SUSS MicroTec only consisted of two individuals at the time and therefore the possibilities to achieve diversity on multiple levels are limited structurally.

Candidates for the Management Board have different competence and personality profiles that complement each other. Depending on the Company's current situation, it may also make sense to reassess the weighting of individual criteria.

Members of the Supervisory Board should, in particular:

- have extensive years of leadership experience, ideally international
- have different specialist qualifications and have competence profiles that complement each other
- have experience in the areas of strategic corporate planning as well as M&A
- have specialist knowledge in the areas of public interest entities, compliance, risk management, as well as specifically for the finance area and also experience in the areas of accounting and annual audits
- have an excellent technological understanding and in-depth knowledge of markets and technology of the semiconductor industry for the Chief Executive Officer
- have a sufficient mix of ages

The aim of the diversity concept for the Supervisory Boards is to consciously draw on diversity for the commercial success of SUSS MicroTec since diversity in terms of different perspectives, qualifications, and experiences is essential for remaining competitive and achieving sustainable corporate success. Diversity also promotes the understanding at the Company for the many different expectations of international customers.

Provisions to promote the participation of women in leadership positions

As a result of the law for the equal participation of women and men in management positions in the private and public sectors (Section 76 (4) and Section 111 (5) of the German Stock Corporation Law (AktG)), which went into effect on May 1, 2015, listed companies like SUSS MicroTec SE were obligated, inter alia, to set targets for the share of women in both the Supervisory Board and the Management Board and at the next two management levels. In addition, a deadline needs to be set for achieving the respective target.

On June 30, 2017, the first implementation deadline, the Supervisory Board of SUSS MicroTec approved a target of 25 percent for the female share in the Supervisory Board based on the four-member Supervisory Board committee, with an implementation deadline of June 30, 2022. Due to the expansion of the Supervisory Board committee in the 2020 fiscal year to five members, the female share on the Supervisory Board currently is 20 percent.

SUSS MicroTec considers a high degree of diversity of the Company as an important factor for achieving the Company objectives. The Supervisory Board strives to increase the female share in the Management Board as far as this is possible with the current conditions of a small Management Board committee. In order to avoid setting an unrealistic goal - given the current circumstances - the Supervisory Board is limiting itself to a target number of 0 percent at this time, which corresponds to the current status quo.

On June 30, 2017, the Management Board of SUSS MicroTec SE approved a target of 30 percent for the female share at the first management level below the Management Board, with an implementation deadline of June 30, 2022, as well as a target of 20 percent for the female share at the second management level below the Management Board, with an implementation deadline of June 30, 2022.

As of December 31, 2020, the established target for the first management level below the Management Board was not quite reached, as the female share was 27.8%. There are no specific reasons for the slight deviation from the target at this management level. The female share in the second management level below the Management Board was 17.2% as of December 31, 2020. As a result, the target of 20% at the second management level was not achieved. The Management Board is maintaining the targets it has established for June 30, 2022.

Company Bodies

Members of the Management and Supervisory Boards and their mandates:

Dr. Franz Richter

Dr.-Ing., resident of Eichenau,
Chief Executive Officer

Further appointments:

- Meyer Burger Technology AG, Gwatt, Switzerland (Chairman of the Administration Board)

Oliver Albrecht

Diplom-Kaufmann (Business Administration), Ulm;
Chief Financial Officer

Further appointments:

none

Dr. David Dean (since 5/20/2020)

Dr. Phil., Feldafing;
Chairman of the Supervisory Board of SUSS MicroTec SE

Dr. Myriam Jahn (since May 31, 2017)

CEO Possehl Digital GmbH, Lübeck;
Deputy Chairwoman of the Supervisory Board of SUSS MicroTec SE

Dr. Dietmar Meister (since 6/6/2019)

Dr. rer. Pol., Hilden, Management Consultant;
Member of the Supervisory Board of SUSS MicroTec SE

Jan Smits (since 5/20/2020)

Dipl. Ing. (Graduate Engineer), Heeze, Netherlands;
Member of the Supervisory Board of SUSS MicroTec SE

Dr. Bernd Schulte (since 11/6/2020)

Dr. rer. Net., Aachen; Member of the Supervisory Board AIXTRON SE
Member of the Supervisory Board of SUSS MicroTec SE

Changes in the Management and Supervisory Boards

A change in the composition of the Management Board was announced in the 2020 fiscal year. Dr. Franz Richter has asked the Supervisory Board to start the search for a successor immediately and to terminate his appointment and employment as Chief Executive Officer of SUSS MicroTec SE early once the search has been successful. Dr. Richter promised to remain in office until a successor has been found. His role is currently due to last until August 31, 2022.

In the 2020 fiscal year, several Supervisory Board members resigned early. On February 25, 2020, Dr. Stefan Reineck notified the Company that he would be stepping down from his position as Chairman of the Supervisory Board of SUSS MicroTec SE, effective at the conclusion of the ordinary Shareholders' Meeting for the 2020 fiscal year, which was held on May 20, 2020. Furthermore, Mr. Gerhard Pegam also notified the Company on February 25, 2020, that he would be stepping down from his position as a member of the Supervisory Board of SUSS MicroTec SE with notice of one month on March 25, 2020, in accordance with the articles of incorporation. In addition, Mr. Jan Teichert also notified the Company on March 28, 2020, that he would be stepping down from his position as a member of the Supervisory Board and Deputy Chairman of the Supervisory Board of SUSS MicroTec SE with notice of one month on April 28, 2020, in accordance with the articles of incorporation.

As part of the Shareholders' Meeting of the Supervisory Board, Dr. David Dean and Jan Smits were elected as two new members of the Supervisory Board on May 20, 2020, so that the Supervisory Board consisted of four (five according to the articles of association) members. The Supervisory Board elected Dr. Dean as its new Chairman and Dr. Myriam Jahn as the Deputy Chairman following the election. As already announced in the invitation to the Shareholders' Meeting, the decision on the competence profile of the remaining open Supervisory Board position should be made by the newly elected Supervisory Board committee due to the time restrictions. Accordingly, as of November 6, 2020, Dr. Bernd Schulte was appointed by court order as another member of the Supervisory Board upon the corresponding petition by the Supervisory Board. Following this, the Supervisory Board once again is composed of five members according to the articles of incorporation.

Shareholders and the Shareholders' Meeting

SUSS MicroTec SE's shareholders exercise their codetermination and supervisory rights at the Shareholders' Meeting, which occurs at least once a year. Each SUSS MicroTec SE share entitles the holder to one vote. All documents required for decision-making have been published on the Company's website with shareholder rights.

The convening of the Shareholders' Meeting, along with the pending agenda items and the conditions for participation, is usually announced in a timely manner five to six weeks before the date of the meeting. All documents and information on the Shareholders' Meeting are available for download on the Company's website:

<https://www.suss.com/de/investor-relations/hauptversammlung>

Accounting and Annual Audit

SUSS MicroTec prepares its consolidated financial statements and interim reports in accordance with the International Financial Reporting Standards (IFRS) as are applied in the European Union for listed companies. The separate financial statements for SUSS MicroTec are prepared according to the provisions of the German Commercial Code (HGB).

On May 20, 2020, the Shareholders' Meeting appointed BDO AG Wirtschaftsprüfungsgesellschaft, headquartered in Hamburg, with an office in Munich, as auditor and Group auditor of SUSS MicroTec SE for the 2020 fiscal year. As a result, the annual financial statements and the consolidated financial statements of SUSS MicroTec have been audited by a company of the BDO Group for the ninth time

in a row. Aside from auditing activities, BDO AG Wirtschaftsprüfungsgesellschaft did not perform any consulting services for SUSS MicroTec in 2020. The auditor has demonstrated its impartiality to the Supervisory Board in a declaration of impartiality. Furthermore, the auditor agreed to inform the Supervisory Board of all material findings and circumstances that arise while conducting the audit. The lead auditor for the 2020 fiscal year in addition to the auditor Mr. Andreas Dirks was Mr. Dimitrios Skiadas (Wirtschaftsprüfer – German Public Auditor), who was lead auditor of the financial statements and consolidated financial statements for SUSS MicroTec for the first time.

Risk management

Dealing with business risks responsibly is one of the principles of good corporate governance. A risk management system has long been a component of corporate management at SUSS MicroTec for the purpose of recognizing and controlling risks as well as for meeting legal requirements. This system is reviewed once a year by the auditor during the audit of the annual financial statements.

The organization of risk management is geared toward the functional and hierarchical structure of the Group. Upon introduction of the risk management system, a risk management officer, who reports directly to the Management Board regularly, was appointed. For its part, the Management Board regularly informs the Supervisory Board about existing risks and their development.

Details about risk management at the SUSS MicroTec Group are presented in the Risk Report, which is part of the Management Report. This includes the report on the accounting-related internal control and risk management system required by the German Accounting Law Modernization Act (BilMoG).

Garching, Germany, March 2021

Signed

Dr. Franz Richter
Chief Executive Officer

Signed

Oliver Albrecht
Chief Financial Officer