

Description of the Remuneration System for the Supervisory Board Members and the Corresponding Amendment to the Articles of Incorporation

The remuneration of the Supervisory Board of SUSS MicroTec SE (hereinafter referred to as “SMT” or “the Company”) is set out in Section 20 of the articles of incorporation. This is the current version:

“Section 20 Remuneration of the Supervisory Board

- (1) The Supervisory Board Members receive the following fixed remuneration per fiscal year:
 - a) Chairman of the Supervisory Board EUR 60,000.00
 - b) Deputy Chairman of the Supervisory Board EUR 50,000.00
 - c) Member of the Supervisory Board EUR 45,000.00

If a Member belongs to the Supervisory Board for only part of the fiscal year, the remuneration is determined *pro rata temporis*.

- (2) In addition, each Supervisory Board Member receives meeting attendance compensation of EUR 2,000.00 for participating in meetings such as face-to-face meetings, telephone or video conferences, or a corresponding connection.
- (3) The Supervisory Board Members are included in a directors and officers liability insurance policy taken out by the Company for the benefit of the Members of the Management Board and Supervisory Board at standard market conditions.
- (4) Each Supervisory Board Member shall be reimbursed for expenses incurred in the performance of his or her duties. In addition, the Supervisory Board Members shall receive a refund of any value added tax payable on the reimbursement of expenses or the Supervisory Board remuneration to the extent that they are entitled to invoice the Company separately for the value added tax and exercise this right.”

Against the backdrop of increased requirements for the Supervisory Board’s control and advisory activities and the formation of Personnel and Audit Committees in May 2020, SMT has reviewed and further developed the remuneration system for the Supervisory Board. Furthermore, with the revision of the remuneration system, SMT wants to ensure that qualified Members can continue to be recruited for the Supervisory Board in the future.

The proposed adjustments to the remuneration system for the Supervisory Board are based on the suggestions and recommendations of the German Corporate Governance Code and

lead overall to a greater differentiation of roles and tasks for the remuneration of the Supervisory Board at SMT. Essentially, the proposed remuneration system includes the following adjustments:

- **Greater Differentiation Between Roles on the Supervisory Board:**

The greater time commitment of the Chairman and Deputy Chairman of the Supervisory Board is currently taken into account by means of a small differentiation in fixed remuneration compared with the market. It is proposed that the difference in fixed remuneration between the roles on the Supervisory Board be aligned with customary market ratios. The proposed adjustment provides that the Chairman of the Supervisory Board receives 2.0 times (previously approx. 1.3 times) and the Deputy Chairman of the Supervisory Board 1.5 times (previously approx. 1.1 times) the fixed remuneration of a Supervisory Board Member.

- **Implementation of Committee Remuneration:**

In May 2020, SMT decided to introduce a Personnel Committee and an Audit Committee. Both committees have already started their regular activities in the 2020 fiscal year. There is no separate committee remuneration in the current remuneration system. In accordance with recommendation G.17 of the GCGC, the remuneration system now proposed takes into account the additional expense arising from committee activities. According to the proposed adjustment, each Member of the Audit Committee shall receive an annual fixed remuneration of EUR 15,000.00 and each Member of the Personnel Committee shall receive an annual fixed remuneration of EUR 10,000.00. The Chairpersons of the two committees shall each receive twice the aforementioned amounts. If a Supervisory Board Member belongs to more than one committee at the same time, only the committee membership with the highest remuneration shall be paid in addition to the fixed annual remuneration.

- **Reduction of the Meeting Attendance Compensation:**

To date, each Supervisory Board Member has received attendance compensation of EUR 2,000.00 for attending meetings of the Supervisory Board. In the course of adjusting the Supervisory Board remuneration, it is proposed that the meeting attendance compensation be reduced to EUR 1,000.00, which is customary in the market. The proposed remuneration system provides for meeting attendance compensation for Supervisory Board and committee meetings. Multiple meetings held on the same day shall not be remunerated more than once.

Therefore, the Management Board and Supervisory Board propose the following resolution be adopted:

1. The remuneration for Supervisory Board Members set out in Section 20 of the articles of incorporation shall be revised as follows:

“Section 20 Remuneration of the Supervisory Board

- (1) The Supervisory Board Members receive fixed annual remuneration of EUR 45,000.00. The Chairman of the Supervisory Board receives 2.0 times and the Deputy Chairman 1.5 times the remuneration granted in accordance with sentence 1. In addition, each Member of the Audit Committee receives an annual fixed remuneration of EUR 15,000.00 and each Member of the Personnel Committee receives an annual fixed remuneration of EUR 10,000.00. The Chairpersons of the committees each receive 2.0 times the aforementioned amounts. If a Supervisory Board Member belongs to more than one committee at the same time, only the committee membership with the highest remuneration is paid in addition to the fixed annual remuneration pursuant to sentence 1.
 - (2) In addition, each Supervisory Board Member receives meeting attendance compensation of EUR 1,000.00 for participating in meetings of the Supervisory Board and meetings of a committee of which he or she is a member such as face-to-face meetings, telephone or video conferences, or a corresponding connection. Multiple meetings (regardless of whether they are meetings for the Supervisory Board or committees) held on the same day are not remunerated more than once.
 - (3) The Supervisory Board Members are included in a directors and officers liability insurance policy taken out by the Company for the benefit of the Members of the Management Board and Supervisory Board at standard market conditions.
 - (4) The remuneration pursuant to sections 1 and 2 shall be payable after the close of the Shareholders' Meeting that resolves on the discharge of liability for the Supervisory Board for the respective past fiscal year. Supervisory Board Members who have been Members of the Supervisory Board or a committee for only part of the fiscal year shall receive pro rata remuneration for each month or part thereof of their service. Each Supervisory Board Member shall be reimbursed for expenses incurred in the performance of his or her duties. In addition, the Supervisory Board Members shall receive a refund of any value added tax payable on the reimbursement of expenses or the Supervisory Board remuneration to the extent that they are entitled to invoice the Company separately for the value added tax and exercise this right.”
2. The amendment to the articles of incorporation referred to under item 1 of this agenda shall replace the current rules on remuneration of Supervisory Board Members from the time it takes effect and shall apply with effect from July 1, 2021. Until the end of June 30

of the current 2021 fiscal year, the rules on Supervisory Board remuneration shall apply in accordance with the content of the previous rules from the articles of incorporation.

To enable a direct comparison of the current wording of Section 20 with the wording now proposed, both versions have been compared synoptically below:

No.	Current wording of the articles of incorporation	Proposed wording of the articles of incorporation
(1)	<p>The Supervisory Board Members receive the following fixed remuneration per fiscal year:</p> <ul style="list-style-type: none"> a) Chairman of the Supervisory Board EUR 60,000.00 b) Deputy Chairman of the Supervisory Board EUR 50,000.00 c) Member of the Supervisory Board EUR 45,000.00 <p>If a Member belongs to the Supervisory Board for only part of the fiscal year, the remuneration is determined <i>pro rata temporis</i>.</p>	<p>The Supervisory Board Members receive fixed annual remuneration of EUR 45,000.00. The Chairman of the Supervisory Board receives 2.0 times and the Deputy Chairman 1.5 times the remuneration granted in accordance with sentence 1. In addition, each Member of the Audit Committee receives an annual fixed remuneration of EUR 15,000.00 and each Member of the Personnel Committee receives an annual fixed remuneration of EUR 10,000.00. The Chairpersons of the committees each receive 2.0 times the aforementioned amounts. If a Supervisory Board Member belongs to more than one committee at the same time, only the committee membership with the highest remuneration is paid in addition to the fixed annual remuneration pursuant to sentence 1.</p>
(2)	<p>In addition, each Supervisory Board Member receives meeting attendance compensation of EUR 2,000.00 for participating in meetings such as face-to-face meetings, telephone or video conferences, or a corresponding connection.</p>	<p>In addition, each Supervisory Board Member receives meeting attendance compensation of EUR 1,000.00 for participating in meetings of the Supervisory Board and meetings of a committee of which he or she is a member such as face-to-face meetings, telephone or video conferences, or a corresponding connection. Multiple meetings (regardless of whether they are meetings for the Supervisory Board or committees) held on the same day are not remunerated more than once.</p>
(3)	<p>The Supervisory Board Members are included in a directors and officers liability insurance policy taken out by the Company for the benefit of the Members of the Management Board and Supervisory Board at standard market conditions.</p>	<p><i>Unchanged</i></p>
(4)	<p>Each Supervisory Board Member shall be reimbursed for expenses incurred in the performance of his or her duties. In addition, the Supervisory Board Members shall receive a refund of any value added tax payable on the reimbursement of expenses or the Supervisory Board remuneration to the extent that they are entitled to invoice the Company separately for the value added tax and exercise this right.</p>	<p>The remuneration pursuant to sections 1 and 2 shall be payable after the close of the Shareholders' Meeting that resolves on the discharge of liability for the Supervisory Board for the respective past fiscal year. Supervisory Board Members who have been Members of the Supervisory Board or a committee for only part of the fiscal year shall receive pro rata remuneration for each month or part thereof of their service. Each Supervisory Board Member shall be reimbursed for expenses incurred in the performance of his or her duties. In addition, the Supervisory Board Members shall receive a refund of any value added tax payable on the reimbursement of expenses or the Supervisory Board remuneration to the extent that they are entitled to invoice the Company separately for the value added tax and exercise this right.</p>