

## **GROUP DECLARATION ON GOVERNANCE INCLUDING CORPORATE GOVERNANCE REPORT**

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The following (Group) Declaration on Corporate Governance in accordance with Sections 289f and 315d HGB also includes the Corporate Governance Report from the Management Board and Supervisory Board within the meaning of Principle 22 of the German Corporate Governance Code in the version from December 16, 2019 (“GCGC 2020”).

The Remuneration Report is included as part of the Management Report in the Company’s 2021 Annual Report and is published on the Company’s Investor Relations website:

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

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 corporate governance declaration contains the declaration of compliance according to Section 161 German Stock Corporation Act (AktG), a reference to the Company’s website where the Remuneration Report for the last fiscal year and the auditor’s report pursuant to Section 162 AktG, the applicable remuneration system pursuant to Section 87a (1) and (2) (1) AktG and the latest remuneration resolution pursuant to Section 113 (3) AktG are made publicly available, 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.

### **Declaration of Compliance**

The Management Board and Supervisory Board of SUSS MicroTec SE last issued the following declaration of compliance with the German Corporate Governance Code in December 2021:

#### **The Management Board and Supervisory Board of SUSS MicroTec SE declare in accordance with Section 161 (1) of the German Stock Corporation Law (AktG):**

Since the issuance of the last declaration of compliance in December 2020 and an update to it published in June 2021, SUSS MicroTec SE has complied with all the recommendations of the German Corporate Governance Code in the version of December 16, 2019 (published in the official section of the Federal Gazette on March 20, 2020), with the exception of the recommendations in Section F.2 (Transparency and external reporting) and in Section G.I. (Remuneration of the Management Board).

In accordance with Section 161 (1) of the German Stock Corporation Law (AktG), the Management Board and the Supervisory Board declare further that SUSS MicroTec SE will

comply with all recommendations of the German Corporate Governance Code in the version of December 16, 2019 (published in the official section of the Federal Gazette on March 20, 2020) with the exception of the recommendation in Section G.I. (Remuneration of the Management Board).

Justification:

### **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 and Group management report for the 2020 fiscal year on April 9, 2021. The spread of the coronavirus and the associated restrictions made it necessary to postpone publication to a point in time after the 90-day deadline.

The Management Board and the Supervisory Board of SUSS MicroTec SE plan to comply once again with the aforementioned recommendation regarding the consolidated financial statements and the Group management report for the 2021 fiscal year.

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

The new remuneration system for members of the Management Board of SUSS MicroTec SE, which was approved by the Shareholders' Meeting on June 16, 2021, complies fully with the recommendations of the GCGC with the exception of one deviation from the recommendation under Section G. 1 (1) of the GCGC, which is declared in advance.

According to the recommendation under Section G. 1 (1), the remuneration system should dictate how the target total remuneration is determined for each Management Board member, and the amount that the total remuneration must not exceed (maximum remuneration). The new remuneration system for the members of the Management Board of SUSS MicroTec SE provides, in addition to the (overall) determination of the maximum remuneration for the (entire) Management Board, for a limitation at the level of the individual Management Board member to 2.7 times the target total remuneration. The Management Board and Supervisory Board are of the opinion that these stipulations take sufficient account of the recommendation under Section G.1 (1) of the GCGC and that the new remuneration system for the Management Board members therefore also complies with the Code in this respect, even if the limit is not specified in the form of a concrete (and fixed) monetary amount in each case.

However, the interpretation of the aforementioned recommendation is disputed. A different view is that the maximum remuneration should be determined individually for each Management Board member. This is not included in the new remuneration system for Management Board members. The Management Board and Supervisory Board therefore declare a deviation in this respect as a precaution.

The Supervisory Board intends in this context to revise the remuneration system for the Executive Board and to resubmit it to the ordinary Shareholders' Meeting for approval in 2022.

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/en/investor-relations/declaration-of-compliance>

## **Relevant Corporate Governance Practices**

Accordingly, SUSS MicroTec SE is aware of its 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 installed a compliance and corporate governance system that was refined in the 2021 fiscal year with the help of an external consulting company. In the future, an external review will take place regularly to keep the compliance system updated, in particular, and therefore minimize the risk of violations.

### **Corporate Governance**

Corporate governance is tremendously important to SUSS MicroTec. The goal is to employ responsible, far-sighted governance to not only preserve the Company's continued existence as a going concern but also to significantly and permanently increase its corporate value. Essential aspects of good corporate governance also include transparency, open communication with shareholders and investors, and constructive cooperation between the Supervisory Board and the Management Board. The Management Board and Supervisory Board of SUSS MicroTec SE have addressed this topic closely again in the 2021 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. Additional information on this topic can be found on our website at:

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

## **Compliance**

### **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. The Code includes topics such as responsibility and respect for people and the environment, compliance with legal frameworks, lawful and ethical conduct of each individual employee, company loyalty, fair and respectful treatment of employees, rejection of any form of discrimination, responsible risk management, environmentally conscious actions, safety in all areas of work, professionalism, reliability and fairness in all business relationships, compliance with guidelines regarding the granting/acceptance of benefits, handling of Company property, and handling insider information. In addition, as part of the Group-wide compliance program, the internal insider policy was updated and a new ad hoc guideline and various procedural regulations were introduced. The complete text of the Compliance Code of Conduct can be found on the SUSS MicroTec website in the Corporate Governance section under "Code of Conduct":

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

Infractions will be investigated consistently and their causes remedied in the interest of all employees and the Company. In addition, a new online training concept was created for the employees. Preparation of a comprehensive Code of Conduct for suppliers is planned for 2022.

### **Whistleblowing**

The EU has released a whistleblower guideline to protect informants from infringements. In line with the revision of the compliance system in 2021, SUSS MicroTec also reviewed informant protection requirements and created a whistleblower guideline as well as a process for dealing with notifications. Moreover, a training concept was developed and a whistleblower hotline set up to allow employees or third parties to report infringements confidentially. Whistleblower protection is an important component of a compliance management system since it ensures legal compliance and allows potential misconduct to be recognized early on. This serves to protect both SUSS MicroTec and our business partners.

An infringement can be registered on the following website:

<https://suss.grc-cloud.de/Meldung>

### **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>

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.

<https://www.suss.com/en/investor-relations/financial-calendar>

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*.

### **Working Procedures and Composition of the Management and Supervisory Boards**

SUSS MicroTec SE is a European company (Societas Europaea) and so is subject to the European SE regulations and the German SE Implementation Act, both of which have priority of application over the German Stock Corporation Act (AktG). The Company has a dual management and control structure consisting of the Management Board and the Supervisory

Board. Both Boards work together closely in the interest of the Company and pursue the common goal of increasing the enterprise value sustainably. 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 Management Board is also obligated to inform the Supervisory Board of all significant events, including those that do not require the Supervisory Board's approval. The Chair 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 has once again consisted of five members since November 2020 – and thus during the entire reporting period – as stipulated by the articles of incorporation. All members of the Supervisory Board are independent. The Supervisory Board's term of office used to be five years. Members of the Supervisory Board who are newly elected will however be appointed for a four-year term as of the 2022 Shareholders' Meeting, as provided in the Company bylaws of the Supervisory Board. 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 in 2026.

Composition of the Supervisory Board:

<b>Name</b>	<b>Function</b>	<b>Member Since</b>	<b>Appointed Until</b>
Dr. David Dean	Chair of the Supervisory Board and Chair of the Personnel Committee	5/20/2020	2022 Shareholders' Mtg
Dr. Myriam Jahn	Deputy Chair of the Supervisory Board	5/31/2017	2022 Shareholders' Mtg
Dr. Dietmar Meister	Chair of the Audit Committee (until 02/28/2022)	6/6/2019	2022 Shareholders' Mtg *resigned as of 3/1/2022
Dr. Bernd Schulte	Chair of the Sustainability Committee and Chair of the Audit Committee (from 03/01/ - 03/31/2022)	11/6/2020	2026 Shareholders' Mtg
Jan Smits		5/20/2020	2022 Shareholders' Mtg
Prof. Dr. Mirja Steinkamp	Chair of the Audit Committee (starting 01/04/2022)	03/04/2022	2022 Shareholders' Mtg

## Committees

The Supervisory Board of SUSS MicroTec SE has formed three committees: a Personnel Committee (Nomination Committee and Remuneration Committee), an Audit Committee and, as of December 17, 2021, a Sustainability Committee. The committees consist of at least three members, but they do not make decisions on behalf of the Supervisory Board.

### Composition of the Committees:

Personnel Committee	Audit Committee	Sustainability Committee
Dr. David Dean (Chair)	Dr. David Dean	Dr. Myriam Jahn
Dr. Myriam Jahn	Dr. Dietmar Meister (Chair until 02/28/2022)	Dr. Bernd Schulte (Chair)
Dr. Dietmar Meister (until 9/30/2021)	Jan Smits	Jan Smits
Dr. Bernd Schulte	Dr. Bernd Schulte (Chair from 03/01/ - 03/31/2022)	
Jan Smits (until 9/30/2021)		
	Prof. Dr. Mirja Steinkamp (Chair starting 01/04/2022)	

Further details on the committees can be found in the Company bylaws for the Supervisory Board, which are published at

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

## Self-assessment of the Supervisory Board

The Supervisory Board examined the efficiency of its work as part of a self-evaluation during its ordinary meeting on March 29, 2021. 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 based on a questionnaire that was developed by the Hans Böckler Foundation. The main topics were the organization of the Supervisory Board; the provision of information and personnel requirements of the Supervisory Board and Management Board; the self-image (understanding of roles) of the Supervisory Board members; and areas of interaction with shareholders.

## Management Board

As of the reporting date, the Management Board of SUSS MicroTec SE consists of three members who jointly manage the business as equal members of the Management Board.

Name	Function	Initial Appointment	Appointed Until
Dr. Götz Bendele	Chief Executive Officer	5/1/2021	04/30/2024
Oliver Albrecht	Chief Financial Officer	11/18/2019	04/30/2023
Dr. Thomas Rohe	Chief Operations Officer	5/1/2021	04/30/2024

Dr. Franz Richter stepped down as Chief Executive Officer as of April 30, 2021.

The members of the Management Board decide on fundamental issues of business policy and on 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**

SUSS MicroTec is dedicated to high-precision multiplication of microstructures in the area of semiconductor manufacturing. As a listed company with over 70 years of international industry experience with extremely discerning customers, a strong urge to explore, and high quality standards, the Company drives the development of high-tech products and processes. It is therefore strategically important for SUSS MicroTec to have a Management Board and with suitably qualified candidates.

The Supervisory Board has asked the Management Board to systematically identify and develop potential candidates in management positions within the Group who have proven themselves in the view of the Management Board based on the experience of regular collaboration within the Group and may be suitable candidates for Management Board duties. This is done 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 and leadership experience in international companies combined with a high degree of integrity and the relevant specialist qualification. 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 skill sets and personality profiles that complement each other. With this in mind, the Supervisory Board revised and published a diversity concept for the composition of the Management Board as described below. 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.

### **Supervisory Board Targets and Criteria Regarding its Composition/Skills Profile**

In accordance with the articles of incorporation, the SUSS MicroTec Supervisory Board currently consists of five members. Currently, the term of Supervisory Board members usually runs until the end of the Shareholders' Meeting that decides on the discharge of liability for the fourth fiscal year following the start of the term, not including the fiscal year in which the appointment is made.

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.

In its Bylaws from March 2, 2022, the Supervisory Board of SUSS MicroTec has defined a maximum term of office for the members of the Supervisory Board of twelve years. 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.

The Supervisory Board must consider the skill profile and its objectives in the nomination proposals that it presents to the Shareholders' Meeting. The Board always considers diversity as defined by the diversity concept, based on the legally mandated gender quota, but also in terms of criteria such as age, origin, and disability status. An age limit was specified in the Company bylaws in accordance with section C.2 of the GCGC. Compliance with skill profile as well as diversity and length of service requirements is indicated in the Declaration on Corporate Governance pursuant to Section 289f HGB.

The Supervisory Board shall be composed in such a way that its members possess the aggregate knowledge, skills, and professional experience required to properly perform its advisory and supervisory function over the Management Board of SUSS MicroTec SE. The Supervisory Board's skill profile contains concrete requirements that must be met in order to ensure sound advice and supervision and that apply not only to individual Supervisory Board members but also to the aggregate expertise of the entire body.

### **Skill Profile of the Supervisory Board**

The Supervisory Board of SUSS MicroTec SE aims not only to perform its supervisory function as described in the German Corporate Governance Code (GCGC) but also, by virtue of its members' knowledge, skills, and professional experience, to intelligently advise and supervise the Management Board of SUSS MicroTec SE. With this goal in mind, the Supervisory Board of SUSS MicroTec SE defined concrete objectives for its composition several years ago and developed a comprehensive skill profile that is regularly reviewed and updated by the Supervisory Board. The most recent assessment took place at the end of 2021.

The Supervisory Board of SUSS MicroTec SE expects each member of the Supervisory Board to consistently and extensively satisfy the following general personal requirements:

1. Integrity and assumption of ethical responsibility
2. Business or operational understanding of business models in and outside the semiconductor market
3. Commitment
4. Analytical, systematic thinking and farsightedness
5. Openness to new ideas and innovative thinking
6. Negotiation and reasoning skills
7. Social skills
8. Team player, especially given the need for interdisciplinary collaboration
9. Appreciation of cultural diversity

Member availability and independence, as defined by Section C.I, Principle 12, and Section C.II of the GCGC, are assured as an essential condition of service.



## Professional Expertise of the Supervisory Board

The Supervisory Board as a whole should possess the following industry, Company-specific, and professional knowledge, skills, and experience. Each member should contribute his or her professional core competencies to the full Supervisory Board as needed but does not have to personally possess all the expert knowledge listed below. The minimum number of experts sought in the target profile is specified for each criterion. Diversity and teamwork skills should result in the totality of all these competencies being greater than the sum of the professional competencies of the individual Supervisory Board members.

1. Experience at the senior level of a technology company in a medium-sized and international environment, preferably C-level at a listed company, for example
2. Experience in the semiconductor market and semiconductor equipment market from a customer and technology perspective
3. International leadership and customer experience with a focus on the main sales markets of SUSS MicroTec SE in Asia
4. Experience in strategy development, execution, and resulting transformation processes in rapidly changing markets
5. Information technology: Solid digitalization expertise, particularly in the development of Company processes
6. Research and development: In-depth expertise in product digitalization and innovation
7. Market: Extensive experience and expertise in sales, marketing, and after-sales service in the international machinery and plant engineering business
8. Operations: Profound expertise in production, supply chains, and quality management in the international machinery and plant engineering business
9. Human Resources: Experience and expertise in international human resources planning and leadership, talent management, and organizational development
10. Finance: Expertise in accounting, financial reporting, and auditing in Supervisory Boards and Audit Committees in line with the GCGC and the new Section 100 (5), Section 107 (4) (3) AktG as part of the German Act on Strengthening Financial Market Integrity (FISG)
11. Internal control systems: Expertise in corporate planning, corporate management, internal auditing and compliance and risk management, particularly with regard to risks which relate to digitalization, such as cyber risks.
12. Corporate finance: Experience in connection with listed companies, capital markets as well as M&A and the underlying legal framework
13. Law: National and international legal and regulatory framework for Company processes and products
14. Experience in supervisory and committee functions, knowledge of relevant compliance and corporate governance standards as well as social or sustainability issues (ESG)

**Status of the implementation on December 31, 2021:** Dr. David Dean has been the Chair of the Supervisory Board since May 2020. He has many years of international experience as well market and technology expertise. Dr. Dean is a long-time member of the audit committee of an international listed company and heads its risk and compliance committee. Jan Smits brings additional international expertise and distinct experience in the semiconductor equipment sector to the Supervisory Board. Dr. Myriam Jahn (Deputy Chair of the Supervisory Board) has been on the Supervisory Board since 2017. She is an expert in digitalization. Dr. Bernd Schulte, an additional internal technology and industry expert and a former Member of the Management Board of a listed technology company, joined the Supervisory Board in November 2020. The position of the Financial Expert was filled by Dr. Dietmar Meister from

June 6, 2019 to March 1, 2022. As a seasoned financial expert, he has sound and comprehensive expert knowledge of finance. As successor for Dr. Meister in the function of the financial expert and for the chair of the audit committee, Prof. Dr. Mirja Steinkamp has been appointed to the Supervisory Board as of March 4, 2022 (appointed by court until the Annual General Meeting on May 31, 2022).

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**

The remuneration of the Supervisory Board members is set out in Section 20 of the articles of incorporation of SUSS MicroTec SE. On June 16, 2021, the Shareholders' Meeting confirmed the new remuneration arrangements as of July 1, 2021, as well as the underlying remuneration system with a majority of 97.67 percent of the votes.

On February 4, 2021, the Supervisory Board of SUSS MicroTec SE adopted a new remuneration system for the Management Board. The remuneration system was submitted to the Shareholders' Meeting for approval for the first time and approved with a majority of 59.99 percent of the votes cast on June 16, 2021.

An overview of the remuneration systems for directors and officers can be found at the following link under "Remuneration of the Management and Supervisory Board":

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

The Remuneration Report for the 2021 fiscal year and the auditor's report pursuant to Section 162 AktG, the applicable remuneration system pursuant to Section 87a (1) and (2) (1) AktG and the latest remuneration resolution pursuant to Section 113 (3) AktG have been made publicly available in this section.

The Remuneration Report is also included as part of the Management Report in the Company's 2021 Annual Report.

### **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 € 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/en/investor-relations/directors-dealings>

### **Provisions to Promote the Participation of Women in Leadership Positions**

As a result of the German Act on Equal Participation of Men and Women in Executive Positions in the Public and Private Sectors (Section 76 (4) and Section 111 (5) AktG), which went into

effect on May 1, 2015 and was updated by the Second Act on Equal Participation of Men and Women in Management Positions of August 7, 2021, 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. The GCGC reflects these provisions in the 2020 GCGC Principle 9 (2) for the Management Board and in the 2020 GCGC Recommendation C.1 (2) for the Supervisory Board.

SUSS MicroTec strives to increase diversity in the Company and thus increase both the share of women and the internationality of its employees and managers. The Management Board and Supervisory Board are primarily committed to the social and professional qualifications of all its employees. Considering that the share of women in technical degree programs remains relatively low, the availability of qualified female applicants is limited.

The Supervisory Board of SUSS MicroTec SE had set targets for the share of women to be achieved by June 30, 2022 for the first time on June 30, 2017. At its meeting on March 2, 2022, the Supervisory Board set new targets for the share of women on it. By June 30, 2027, the Supervisory Board aims to have two women on the Supervisory Board (share of 40%) and one on the Management Board (share of 33.33 %):

Level	New Targeted Share of Women by June 30, 2027	Previously Targeted Share of Women by June 30, 2022	Share of Women as of Dec. 31, 2021	Determined By
Supervisory Board	40 %	25 %	20 %	Supervisory Board
Management Board	33.33 %	0 %	0 %	Supervisory Board

Since the Management Board of SUSS MicroTec SE wishes to target the promotion of women, it determined in February 2022 that women will constitute 36% of the first and second management levels at the Company.

Management Level	New Target by June 30, 2027 <sup>1)</sup>	Previous Target as of June 30, 2022 <sup>2)</sup>	Share of Women as of Dec. 31, 2021 <sup>2)</sup>	Determined By
1. Management level	36%	30%	28%	Management Board
2. Management level	36%	20%	23%	Management Board

<sup>1)</sup>With regard to the organizational structure of SUSS MicroTec SE

<sup>2)</sup>With regard to the organizational structure in Germany

The target for the first management level was just barely missed as of December 31, 2021; the target for the second management level was achieved as of December 31, 2021.

## **Diversity Concept**

### **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 overall Supervisory Board should have industry, Company-specific, and professional knowledge, skills and experience. Each member should contribute his or her professional core competencies to the full Supervisory Board as needed. Diversity and teamwork skills should result in the totality of all these competencies being greater than the sum of the professional competencies of the individual Supervisory Board members.

The diversity concept for appointments to the Supervisory Board requires, on the one hand, a distinct ability to make judgments 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. Particularly important skills include not only a deep understanding of technology but also knowledge and experience in strategy development and execution and the resulting transformation processes in fast-moving markets, financial reporting, human resources, and sustainability.

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.

### **Management Board**

SUSS MicroTec addressed diversity in corporate governance as stipulated by the 2020 GCGC. 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 three 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 make sense to review or re-weight individual criteria.

Members of the Supervisory Board should, in particular:

- have extensive years of leadership experience, ideally international
- have different specialist qualifications and have skill profiles that complement each other
- have an excellent technological understanding and in-depth knowledge of markets and technology of the semiconductor industry for the Chief Executive Officer
- 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 excellent technological understanding and in-depth knowledge of semiconductor industry markets and technology for the Chief Executive Officer and exhibit an adequate mix of ages and genders.

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.

### **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.

Due to the special circumstances of the COVID-19 pandemic, the ordinary Shareholders' Meeting on June 16, 2021, was held as a virtual Shareholders' Meeting without the physical presence of shareholders or their proxies in accordance with Section 1 (2) of the German Act on Measures in Corporate, Cooperative, Association, Foundation, and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic as of March 27, 2020, last amended by the Act on the Further Shortening of the Residual Debt Exemption Procedure and on the Adjustment of Pandemic-Related Provisions in Corporate, Cooperative, Association, and Foundation Law and in Tenancy and Lease Law as of December 22, 2020.

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/en/investor-relations/shareholder-meeting>

### **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 SE are prepared according to the provisions of the German Commercial Code (HGB).

On June 16, 2021, 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 2021 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 2021. 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 2021 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 second 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 to recognize and control risks and to fulfill statutory 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.

In addition to short-term (operating) risks, risk management at SUSS MicroTec Group also deals with long-term (strategic) developments that can have a negative impact on the business development. The goal of our opportunity and risk management is to maintain and increase the enterprise value of the SUSS MicroTec Group. Our corporate goals include the early and successful detection of opportunities, the identification and suitable assessment of the related risks, and an appropriate response. The diverse opportunities for our Group result from technology leadership in our businesses, our broad spectrum of products and solutions for the semiconductor equipment industry, collaborations with international customers and research institutes, and our global positioning.

The analysis and assessment of opportunities and risks for the Group is the subject of continuous deliberations by the Management Board and the management of the Group. On the basis of an opportunity-oriented but simultaneously risk-conscious management, however, the Company's fundamental goal is not to avoid all potential risks. Instead, it constantly aims to achieve an optimum level of risk avoidance, risk reduction, and the controlled acceptance of risk. An awareness of risks should not interfere with the ability to identify opportunities and to use them for the benefit of the Company and its shareholders.

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 2022

Dr. Götz M. Bendele  
Chief Executive Officer

Oliver Albrecht  
Chief Financial Officer

Dr. Thomas Rohe  
Chief Operations Officer