

DISCLOSURES OF TAKEOVER PROVISIONS IN ACCORDANCE WITH SECTION 289A GERMAN COMMERCIAL CODE (HGB) AND SECTION 315A HGB

1. Composition of subscribed capital

As of December 31, 2020, the subscribed capital of the Company totaled € 19,115,538.00 (previous year: € 19,115,538.00). The equity capital is divided into 19,115,538 (previous year: 19,115,538) registered, no-par-value individual shares representing a pro rata amount of € 1.00 per share. The shares are fully paid in.

The same rights and obligations apply to all shares. Each share confers one vote at the Shareholders' Meeting and determines the shareholders' portion of the Company's profits. A shareholder in relation to the Company is only someone who is entered as such in the register of shareholders. Shareholders must provide the Company with the information necessary to be included in the share registry.

2. Restrictions with regard to voting rights or the transfer of shares

There are no restrictions with regard to voting rights or the transfer of shares, as stipulated by the articles of incorporation. We are also not aware of the existence of such agreements between shareholders.

3. Investments in capital that exceed 10 percent of the voting rights

During the fiscal year, Universal-Investment-Gesellschaft mbH, Frankfurt, held more than 10 percent of the Company's capital, and since the last disclosure on November 25, 2019, its share of the Company's capital amounted to 14.69 percent. Furthermore, we received a disclosure from Luxunion S.A. (Luxembourg/Luxembourg), Tesling Capital Management BV (Maasbergen/Netherlands), and Gerlin NV (Maasbergen/Netherlands) who have entered into an acting-in-concert agreement and thus executed voting rights amounting to 13.32 percent. On March 26, 2020, Luxunion S.A. (Luxembourg/Luxembourg), Teslin Capital Management BV (Maasbergen/Netherlands), and Gerlin NV (Maasbergen/Netherlands) disclosed to us that their voting share exceeded the threshold of 15 percent on March 24, 2020, and was 15.01 percent on that day. The current voting rights announcements in accordance with the German Securities Trading Law (WpHG) are also published on the website www.suss.com under Investor Relations.

4. Shares with extraordinary rights that grant controlling authority

Shares with extraordinary rights that grant controlling authority do not exist.

5. The nature of voting rights control when employees have a stake in the Company's capital and do not exercise their control rights directly.

When SUSS MicroTec SE issues shares to its employees through the employee stock program, the shares are directly transferred to the employees. The beneficiary employees who hold shares of employee stock may exercise their control rights in the same way as any other shareholder directly in accordance with applicable laws and the articles of incorporation. There is currently no stock option program for employees.

6. Legal provisions and rules in the articles of incorporation for appointing members to the Management Board and asking them to step down as well as making changes to the articles of incorporation

The appointment and dismissal of members of the Management Board are governed by Articles 39, 46 of the SE Regulation, Section 16 of the German SE Implementation Act, Sections 84 and 85 of the German Stock Corporation Law (AktG), and Section 8 of the articles of incorporation of the Company. Accordingly, Management Board members may be appointed by the Supervisory Board for a maximum period of six years. A reappointment or extension of their terms is permitted for a maximum of six years. The Supervisory Board decides on the appointment and dismissal of Management Board members with a simple majority vote. The Management Board consists of a minimum of two persons, whereby the number of Management Board members is determined by the Supervisory Board. The Supervisory Board may appoint a member of the Management Board as the Chairman or Spokesman of the Management Board as well as a Deputy Chairman or Spokesman of the Management Board. If a required member of the Management Board is absent, in urgent cases the member can be legally summoned upon petition by a concerned party. The Supervisory Board may revoke the appointment of a Management Board member and the nomination of the Chairman of the Management Board for good cause.

Changes to the articles of incorporation require a resolution by the Shareholders' Meeting. Such resolutions require a simple majority of the votes cast and a simple majority of the equity capital represented during the resolution, in accordance with Section 27 (1) of the articles of incorporation, as long as the law does not prescribe a larger majority. The authority to make changes which pertain to the wording only is delegated to the Supervisory Board, in accordance with Section 18 (3) of the articles of incorporation.

7. Authority of the Management Board to issue or buy back shares

The Management Board is authorized to increase the Company's equity capital in the period

through June 5, 2023, one or more times by up to a total of € 2,500,000.00 through the issuance of up to 2,500,000 new registered share certificates for cash or non-cash contributions (authorized capital 2018) with the approval of the Supervisory Board. In the process, the shareholders are granted subscription rights. The new shares can also be taken over by one or more banks determined by the Management Board with the obligation to offer these to shareholders (indirect subscription rights). However, the Management Board is authorized to exclude the subscription rights of shareholders with the approval of the Supervisory Board:

- to offset fractional amounts;
- if in the case of an increase in capital stock against tangible assets, shares are granted for the purpose of acquiring companies, parts of companies, or investments in companies (including an increase in existing investments), or for the purpose of acquiring receivables against the Company;
- if an increase in capital stock for cash contributions does not exceed 10 percent of the equity capital and the issue price of the new shares is not significantly lower than the stock market price (Section 186 (3)(4) of the German Stock Corporation Law (AktG)); when utilizing this authorization excluding subscription rights in accordance with Section 186 (3)(4) AktG, the exclusion of subscription rights based on other authorizations in accordance with Section 186 (3)(4) AktG should be taken into account.

The notional amount of equity capital accruing to the total shares issued for cash or non-cash contributions in accordance with this authorization excluding subscription rights of shareholders may not exceed 10 percent of equity capital at the time this authorization takes effect. Deducted from this limit are shares that

- a) were issued or sold in direct or corresponding application of Section 186 (3)(4) of the German Stock Corporation Law (AktG) excluding subscription rights during the term of this authorization and that
- b) are issued or can or must be issued to service bonds with conversion or option rights or obligations, insofar as the bonds are issued after this authorization takes effect in corresponding application of Section 186 (3)(4) of the German Stock Corporation Law (AktG) excluding the subscription rights of shareholders.

The Management Board is authorized, with the approval of the Supervisory Board, to establish further details regarding the increase in capital stock and its implementation. The Supervisory Board is authorized to adjust the wording of the articles of incorporation accordingly following each utilization of approved capital or expiration of the deadline for the utilization of approved capital. The Company is furthermore authorized to acquire treasury shares. The authorization is limited to the acquisition of treasury shares with a notional share of equity capital of up to 10 percent. At no time may more than 10 percent of the equity capital accrue to the accordingly acquired shares together with treasury shares, which are already owned by the Company or are

attributable to it in accordance with Sections 71a et seq. AktG. The authorization can be exercised by the Company or by third parties acting for the account of the Company in whole or partial amounts, on one or more occasions. The authorization applies until June 5, 2023. It can also be exercised by Group companies or third parties acting for the account of the Company or a Group company. The acquisition occurs via the stock exchange or by means of a public tender offer directed to all shareholders.

8. Significant agreements on the part of the Company subject to the condition of a change of control resulting from a corporate takeover bid

A syndicated loan of € 56 million exists with a consortium comprised of Deutsche Bank AG, Landesbank Baden-Württemberg (LBBW), Commerzbank AG, and Banque Européenne Crédit Mutuel (BECM). This loan contains a right to extraordinary cancellation if there is a significant change in the Company's circumstances and the parties have not reached a timely agreement regarding maintaining the credit relationship.

There are no other significant agreements on the part of SUSS MicroTec SE subject to the condition of a change of control resulting from a corporate takeover bid.

9. Compensation agreement of the Company with Management Board members or employees in the event of a corporate takeover bid

The service contract of a member of the Management Board contains a change-of-control clause, which provides for an exceptional right of termination in case Management Board duties are suspended prematurely due to a change of control.

In summary, no special rules exist with regard to the voting rights tied to shares or any control options resulting from this, either through the establishment of special stock categories or through restrictions on voting rights or transfers. There are no provisions extending beyond the legal regulations regarding the appointment of members of the Management Board or asking them to step down. Important business fields or activities of SUSS MicroTec SE may not be discontinued due to existing change of control clauses in the event of a takeover bid.