



**SÜSS MicroTec SE**

**Garching**

Securities reference no. A1K023

ISIN: DE000A1K0235

We hereby invite our shareholders to the ordinary Shareholders' Meeting to be held on May 31, 2023, at 10:00 a.m. at the Haus der Bayerischen Wirtschaft, Max-Joseph-Strasse 5 in 80333 Munich, Germany

### **Agenda**

- 1. Presentation of the adopted annual financial statements of SÜSS MicroTec SE, the approved consolidated financial statements as of December 31, 2022, the condensed Management Report for SÜSS MicroTec SE and the Group, including provisions in accordance with Section 289a of the German Commercial Code (HGB) and Section 315a HGB, and the report of the Supervisory Board for the 2022 fiscal year**

The specified documents are available on our website at:

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

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Management Board. Thus, the annual financial statements are adopted in accordance with Section 172 (1) of the German Stock Corporation Law (AktG). Therefore, the Shareholders' Meeting does not have to adopt a resolution on agenda item 1.

## **2. Resolution on the Appropriation of Statement of Financial Position Profit**

The Management Board and the Supervisory Board propose that the statement of financial position profit of EUR 49,446,205.82 shown in the adopted annual financial statements as of December 31, 2022, be appropriated as follows:

- a) Payment of a dividend of EUR 0.20 on the 19,115,538 no-par value shares that are entitled to dividends, i.e., a total of EUR 3,823,107.60
- b) Transfer to earnings reserve: EUR 0.00
- c) Amount brought forward: EUR 45,623,098.22

In accordance with Section 58 (4)(2) of the German Stock Corporation Law (AktG), the entitlement to the dividend falls due on the third business day following the resolution of the Shareholders' Meeting, i.e., June 5, 2023.

## **3. Resolution on the Discharge of Liability for the Members of the Management Board**

The Management and Supervisory Boards propose the following resolution:

The members of the Management Board in the 2022 fiscal year are granted discharge of liability for this period.

## **4. Resolution on the Discharge of Liability for the Members of the Supervisory Board**

The Management and Supervisory Boards propose the following resolution:

The members of the Supervisory Board in the 2022 fiscal year are granted discharge of liability for this period.

## **5. Resolution on the Appointment of the Auditor and Group Auditor**

The Supervisory Board proposes (supported by the recommendation of the Audit Committee) the following resolution:

Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, headquartered in Düsseldorf, with an office in Munich, Germany, is appointed as the auditor and Group auditor for the 2023 fiscal year.

## **6. Resolution on the revocation of Approved Capital 2018, the creation of new Approved Capital 2023 for cash or non-cash contributions with authorization for a subscription rights exclusion and corresponding changes in the articles of incorporation**

The authorization approved by the Shareholders' Meeting on June 6, 2018, of Point 6 of the agenda to increase equity capital for cash or non-cash contributions up to a total of EUR 2,500,000.00 (Approved Capital 2018 in accordance with Section 4 (4) of the articles

of incorporation) was not used and expires on June 5, 2023. In order to ensure the Company flexibility in this regard again in the future, the following proposed resolution should revoke Approved Capital 2018 and create new Approved Capital 2023.

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

1. The authorization approved by the Shareholders' Meeting on June 6, 2018, regarding Point 6 of the agenda to increase equity capital for cash or non-cash contributions up to a total of EUR 2,500,000.00 (Approved Capital 2018 in accordance with Section 4 (4) of the articles of incorporation) is hereby, insofar it has still not been used, revoked in view of the creation of new Approved Capital 2023 in accordance with the following paragraphs, effective upon the registration of the new Approved Capital 2023.
2. The Management Board is authorized to increase the equity capital of the Company until May 30, 2028, on one or more occasions up to a total of EUR 2,500,000.00 through the issuance of up to 2,500,000 new registered share certificates for cash or non-cash contributions, subject to 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:

- a) to offset fractional amounts;
- b) if in the case of an increase in capital stock for non-cash contributions, the granting of shares is for the purpose of acquiring companies, parts of companies, or holdings in companies (including an increase in existing holdings) or for the purpose of acquiring claims against the Company;
- c) if an increase in capital stock for cash contributions does not exceed 10% 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% of equity capital at the time this authorization takes effect. Deducted from this limit are shares that (i) 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 (ii) 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 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.

3. Section 4 (4) of the articles of incorporation will be revised as follows:

“(4) The Management Board is authorized to increase the equity capital of the Company until May 30, 2028, on one or more occasions up to a total of EUR 2,500,000.00 through the issuance of up to 2,500,000 new registered share certificates for cash or non-cash contributions, subject to 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:

- a) to offset fractional amounts;
- b) if in the case of an increase in capital stock for non-cash contributions, the granting of shares is for the purpose of acquiring companies, parts of companies, or holdings in companies (including an increase in existing holdings) or for the purpose of acquiring claims against the Company;
- c) if an increase in capital stock for cash contributions does not exceed 10% 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% of equity capital at the time this authorization takes effect. Deducted from this limit are shares that (i) 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 (ii) 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 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.”

**7. Resolution on the New Authorization to Acquire and Use Treasury Shares in Accordance with Section 71 (1)(8) of the German Stock Corporation Law (AktG) with the Possible Exclusion of Subscription Rights and the Option to Redeem Treasury Shares Subject to the Reduction of Equity Capital and the Revocation of the Existing Authorization**

The authorization of the Management Board resolved by the Shareholders' Meeting on June 6, 2018, under Point 7 of the agenda to acquire treasury shares of the Company up to a total of 10% of the equity capital with the approval of the Supervisory Board has not been utilized to date. The existing authorization expires on June 5, 2023. In order to remain in a position to acquire treasury shares, the Company should be reauthorized, subject to revocation of the existing authorization, to acquire and use treasury shares for a period of five years.

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

1. The Company is 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%. At no time may more than 10% 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. of the German Stock Corporation Law (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 is valid until May 30, 2028. It can also be exercised by Group companies or third parties acting for the account of the Company or a Group company.
2. The acquisition takes place via the stock exchange or by means of a public tender offer addressed to all shareholders of the Company.
  - a) If the acquisition occurs via the stock exchange, the consideration per share (excluding ancillary costs of purchase) paid by the Company may not exceed or fall below the average closing price, as determined on the Frankfurt Stock Exchange during the last three trading days before the acquisition of the shares (XETRA trading or a comparable successor system), for similar shares by more than 10%.
  - b) If the acquisition occurs via a public tender offer directed to all shareholders, the offered purchase price per share (excluding ancillary costs of purchase) may not exceed or fall below the average closing price, as determined on the Frankfurt Stock Exchange during the last three trading days before the day of publication of the tender (XETRA trading or a comparable successor system), for similar shares by more than 10%. The public tender offer can stipulate additional conditions. The volume of the offer can be restricted. If the total number of shares tendered by shareholders for acquisition exceeds this volume, offers are accepted in relation to the shares tendered for acquisition. The preferential acceptance of smaller quantities of shares tendered for acquisition up to 100 shares per shareholder as well as rounding according to commercial principles can be provided to avoid notional fractional amounts of shares. Any further right of shareholders to tender is hereby excluded.
3. The Management Board is authorized, with the approval of the Supervisory Board, regarding shares of the Company that are acquired on the basis of this authorization or were acquired on the basis of earlier authorizations, in addition to sale by offer to all shareholders or sale via the stock exchange,

- a) to offer them as consideration to third parties as part of business combinations, acquisition of companies, holdings of companies or parts of companies, as well as the acquisition of Company receivables;
- b) to sell them to third parties. The price at which shares of the Company are issued to third parties may not significantly fall short of the stock market price of the shares at the time of sale. When utilizing this authorization, the exclusion of subscription rights due to other authorizations in accordance with Section 186 (3)(4) of the German Stock Corporation Law (AktG) must also be taken into account;
- c) to redeem them without the redemption or its execution requiring an additional resolution by the Shareholders' Meeting. The redemption leads to a reduction in capital. The shares may also be redeemed using a simplified procedure without a capital reduction by adjusting the pro rata nominal amount of the remaining shares relative to the Company's equity capital. The redemption can be restricted to a portion of the acquired shares.

The aforementioned authorizations regarding the use of the acquired treasury shares can be exercised on one or more occasions, in whole or partial amounts, or jointly. The subscription rights of shareholders to treasury shares acquired is excluded to the extent that these shares are used in accordance with the aforementioned authorizations under lit. a) and b). The Management Board will inform the Shareholders' Meeting respectively about the reasons and purpose of acquiring treasury shares, the number of treasury shares, the amount of equity capital that accrues to them and the consideration that was paid for the shares.

- 4. The Supervisory Board is authorized to adjust the version of the articles of incorporation in accordance with the respective utilization of the authorization for redemption.
- 5. Upon this new authorization taking effect, the authorization granted by the Shareholders' Meeting on June 6, 2018, under agenda point 7 for the Management Board to acquire and use treasury shares in accordance with Section 71 (1)(8) AktG shall be revoked.

#### **8. Resolution on the Approval of the Remuneration Report for the 2022 Fiscal Year**

Under Section 162 AktG, the Management Board and Supervisory Board are required to prepare a clear and comprehensible report each year on the remuneration granted and owed in the past fiscal year to each individual current or former member of the Management Board and Supervisory Board by the Company and by companies in the same group (Section 290 of the German Commercial Code) (remuneration report). The remuneration

report is to be examined by the auditor to determine whether the legally required disclosures pursuant to Section 162 (1) and (2) AktG have been made.

Section 120a (4) of the German Stock Corporation Law (AktG) requires the audited Remuneration Report to be submitted to the Shareholders' Meeting for approval. The vote of the Shareholders' Meeting on the approval of the Remuneration Report is a recommendation.

The remuneration report of SÜSS MicroTec SE for the fiscal year 2022, which is part of the combined management report for SÜSS MicroTec SE and the Group for the fiscal year 2022, was audited by the auditor in accordance with Section 162 (3) AktG to determine whether the legally required disclosures pursuant to Section 162 (1) and (2) AktG were made. In addition to the statutory requirements, the auditor also examined the content of the financial statements. The audit opinion of the remuneration report is included in the independent auditor's report, which is reproduced following the remuneration report for fiscal year 2022 presented below.

The Management Board and the Supervisory Board propose to approve the Remuneration Report of SÜSS MicroTec SE for the 2022 fiscal year as presented below and prepared and audited in accordance with section 162 of the German Stock Corporation Law (AktG).

## **REMUNERATION REPORT**

### **REMUNERATION OF THE MEMBERS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD**

The following Remuneration Report pursuant to Section 162 of the German Stock Corporation Law (AktG) presents and explains the remuneration granted and owed to the current and former members of the Management Board and Supervisory Board of SÜSS MicroTec SE (hereinafter also "SÜSS MicroTec" or the "Company") in fiscal year 2022. The Remuneration Report provides a detailed and individualized explanation of the structure and amount of the individual components of the remuneration of the Management Board and Supervisory Board. The Remuneration Report was prepared jointly by the Management Board and the Supervisory Board and is based on the requirements of the German Stock Corporation Act.

### **REMUNERATION OF MANAGEMENT BOARD MEMBERS**

#### **Review of the 2022 remuneration year**

The Management Board of SÜSS MicroTec SE assesses the overall economic situation of the group as very positive. The Company once again posted record order entry and sales. Sales increased by 13.6% to EUR 299.1 million. In the course of this growth in sales, the net income



for the year improved by 53.1% to EUR 24.5 million. Despite the bottlenecks in the supply of vendor parts during the year, the sales and earnings expectations were met and the EBIT margin was exceeded. The free cash flow for 2022 amounted to EUR 16.0 million as of the reporting date and was therefore also well above expectations. SUSS MicroTec has thereby taken an important step closer to the medium-term goals of sales of EUR 400 million and an EBIT margin of at least 15 percent in the 2025 fiscal year.

After the remuneration system for the members of the Management Board of the Company ("Remuneration System 2021") resolved by the Supervisory Board on February 28, 2021, and submitted to the Shareholders' Meeting on June 16, 2021, for approval was approved by a majority of 59.99% of the votes cast, the Supervisory Board thoroughly reviewed the Remuneration System 2021 on the basis of critical shareholder comments, revised it where necessary and further developed it in line with the corporate strategy. On March 29, 2022, the Supervisory Board resolved the correspondingly amended remuneration system for the members of the Management Board and submitted it to the Shareholders' Meeting on May 31, 2022, for approval ("Remuneration System 2022"), which approved the Remuneration System 2022 with a majority of 98.35% of the votes cast. Since then, the Remuneration System 2022 has applied to all new or extended service contracts with members of the Management Board and was already applied in the 2022 fiscal year to the employment contract of Dr. Bernd Schulte (CEO), who has been a member and chairman of the Management Board of the Company since October 17, 2022. In contrast, the Remuneration System 2021 was still decisive for the employment contracts of the other members of the Management Board in office in the 2022 fiscal year. For the current 2023 fiscal year, all Management Board service contracts, with the exception of Oliver Albrecht's (CFO) employment contract, will be subject to the new Remuneration System 2022.

There were no deviations from the Remuneration System 2021 and the Remuneration System 2022 in the reporting year.

The Shareholders' Meeting on May 31, 2022, approved the Remuneration Report for the 2021 fiscal year with a majority of 72.33%.

On October 14, 2022, in accordance with the statutory "stay on board" regulation pursuant to Section 84 (3) of the German Stock Corporation Law (AktG), the Supervisory Board granted Dr. Götz Bendele's wish to suspend his mandate as a member and his position as Chair of the Management Board of the Company for the period from October 17, 2022, to December 31, 2022. During Dr. Götz Bendele's time off to care for a seriously ill family member, his position on the Management Board was suspended. For the period of time off, the Supervisory Board appointed its member Dr. Bernd Schulte to the Company's Management Board who took over the position of Chief Executive Officer there. During the period of his secondment to the Manage-

ment Board, Dr. Bernd Schulte's mandate as a member of the Supervisory Board of the Company will be suspended.

On December 15, 2022, for personal reasons, in agreement with the Company's Supervisory Board, Dr. Götz Bendele declined reappointment as a member and chair of the Management Board and thus departed from the Company. The secondment of Dr. Bernd Schulte as a member and chair (CEO) of the Company's Management Board has been extended until October 16, 2023, in accordance with the statutory one-year maximum.

### **Procedures for Determining, Implementing, and Reviewing the Management Board Remuneration System**

The remuneration system for the members of the Management Board is determined by the Supervisory Board of the Company in accordance with the statutory requirements and taking into account the recommendations and suggestions of the most current version of the German Corporate Governance Code. The Supervisory Board is supported in this by its Personnel Committee. The Personnel Committee of SÜSS MicroTec is responsible for developing proposals regarding the Management Board remuneration system, which it submits to the Supervisory Board for discussion and resolution. The Supervisory Board and the Personnel Committee may seek external advice if necessary, in particular for issues relating to the formulation of the remuneration system and assessing the appropriateness of the remuneration. When hiring external remuneration consultants, their independence is considered.

The remuneration system resolved by the Supervisory Board will be submitted to the Shareholders' Meeting for approval.

To ensure appropriate, competitive remuneration in line with the market, the Supervisory Board reviews the remuneration system and the remuneration amounts for the Management Board on a regular basis. If necessary, the Supervisory Board will adopt changes. The remuneration system will be resubmitted to the Shareholders' Meeting for approval in case of material changes but at least every four years.

If the Shareholders' Meeting does not approve the remuneration system, the Supervisory Board will present a revised remuneration system for approval no later than at the following ordinary Shareholders' Meeting.

With regard to the avoidance and handling of (potential) conflicts of interest on the Supervisory Board, the general rules of the German Stock Corporation Act (AktG) are also observed and the recommendations of the German Corporate Governance Code, as amended, are taken into account in the process of establishing, implementing and reviewing the remuneration system. Every member of the Supervisory Board shall disclose any conflicts of interest to the Chair of the

Supervisory Board without delay. In its report to the Shareholders' Meeting, the Supervisory Board shall provide information on conflicts of interest and how they are handled. In the event of a conflict of interest, the affected Supervisory Board or committee member shall not take part in the related discussion and voting in the Supervisory Board or Personnel Committee. Material, non-temporary conflicts of interest in the person of a Supervisory Board member will result in the termination of the appointment.

### **Applicable Management Board Remuneration Systems in the 2022 Fiscal Year**

Two different remuneration systems were relevant for the members of the Management Board of SÜSS MicroTec in the 2022 fiscal year: The new Remuneration System 2022 applied to the employment contract of Dr. Bernd Schulte (CEO). The Remuneration System 2021 still applied to the employment contracts of the other Management Board members in office in the 2022 fiscal year, since the relevant employment contracts were concluded or extended during the period of validity of the Remuneration System 2021 (grandfathering).

### **Management Board Remuneration System 2022**

The new Remuneration System 2022 essentially updates and amends the Remuneration System 2021 by

- integrating sustainability targets as part of the long-term variable remuneration and significantly increasing the share of variable target remuneration based on sustainability targets by more than double (the ESG share of variable target remuneration exceeds 20% overall);
- implementing share ownership guidelines with share acquisition and retention obligations for the members of the Management Board;
- eliminating possible special bonuses;
- determining the maximum remuneration in the form of a specific monetary amount for the individual members of the Management Board; and
- increasing performance-related remuneration proportionally (with a corresponding reciprocal proportional reduction in basic remuneration) as part of the remuneration structure for Management Board members.

The main changes in the remuneration system for the members of the Management Board are shown in the following comparison:

Remuneration System 2021	Component	Remuneration System 2022
<p>Makes a distinction <b>between incumbent and newly appointed/future Management Board members (relative shares of remuneration components in target total remuneration)</b></p> <p><i>Incumbent Management Board members:</i>  Basic remuneration: ~ 40–60%  Fringe benefits: ~ 1–5%  Short-term variable remuneration: ~15–30%  Long-term variable remuneration: ~ 20–35%</p> <p><i>Newly appointed/future Management Board members:</i>  Basic remuneration: ~ 40–50%  Fringe benefits: ~ 1–5%  Short-term variable remuneration: ~ 20–30%  Long-term variable remuneration: ~ 25–35%</p>	Remuneration structure	<p>Applies to <b>all</b> Management Board members using a new remuneration structure (relative shares of remuneration components in target total remuneration) through proportionate increase in performance-related remuneration</p> <p>Basic remuneration: ~ 30–40%  Fringe benefits: ~ 1–5%  Short-term variable remuneration ~25–35%  Long-term variable remuneration: ~ 30–40%</p>
<p>Performance criteria:  40% sales  40% net income for the fiscal year  20% sustainability target (ESG <u>as well as</u> innovation and market)</p>	Short-term variable remuneration (STI)	<p><b>Performance criteria</b>  35% sales  35% net income for the fiscal year  15% sustainability target (now exclusively ESG criteria)  15% innovation &amp; market position (now a separate goal apart from ESG)</p>
<p>The sustainability target includes these categories: (i) innovation/research &amp; development, (ii) market/customer, (iii) employees/culture, and (iv) environment/climate, without specifying them in more detail</p>		<p>Sustainability goal categories <b>adjusted according to (ESG) areas of environment, social and corporate governance and ESG aspects specified</b></p>
<p>Performance criteria:  1/3 return on capital employed (ROCE)  1/3 sales growth  1/3 relative total shareholder return (TSR)</p>	Long-term variable remuneration (LTI)	<p><b>Performance criteria:</b>  25% return on capital employed (ROCE)  25% sales growth  25% relative total shareholder return (TSR)  25% sustainability target (ESG criteria)</p>
<p>Possibility to pay special bonuses <b>in the event of special circumstances or developments, which may not exceed 1.5 times the basic remuneration</b></p>	Special bonus	<p><b>No special bonus</b>  New Management Board members may only be granted a sign-on bonus as a (one-time) fringe benefit, e.g., to compensate for forfeited remuneration from their previous employment relationship. The paid-out amount of the sign-on bonus is capped by the maximum remuneration. There is no plan to additionally limit the bonus to, for example, 1.5 times the basic remuneration, which ensures that the Supervisory Board has the necessary flexibility to recruit the best possible candidates.</p>

Remuneration System 2021	Component	Remuneration System 2022
<b>No share ownership guidelines</b>	Share ownership guidelines	<b>Introduction of share ownership guidelines</b> <b>Amount:</b> 100% of gross basic remuneration <b>Build-up phase:</b> annual personal investment of at least 25% of the net amount of the performance-related remuneration paid out (STI and LTI) until the required number of shares is reached
<b>Definition of a specific aggregate amount of money for all members of the Management Board (Management Board as a whole):</b> up to three members of the Management Board: EUR 5.8 million. four members of the Management Board: EUR 7.5 million. A specific amount is not defined for individual Management Board members; instead, 2.7 times the target total remuneration; <b>no distinction</b> between Management Board members	Maximum remuneration	<b>Determination of a concrete amount of money for the individual members of the Management Board</b> <b>Distinction</b> between the CEO and other regular members of the Management Board Chief Executive Officer: EUR 3.0 million Others members of the Management Board: EUR 2.5 million.
In the event of extraordinary developments, temporary <b>deviations from the maximum remuneration are possible</b>	Deviation option under Section 87a (2) of the German Stock Corporation Act (AktG)	<b>No option to deviate from maximum remuneration</b>

A full description of the Remuneration System 2022 is available on the Company's website at <https://www.suss.com/de/investor-relations/corporate-governance>.

In the reporting year, the Remuneration System 2022 was applied to Dr. Bernd Schulte (CEO), who was seconded by the Supervisory Board from among its members to the Management Board of the Company as CEO from October 17, 2022, on the occasion of the hiatus of Dr. Götz Bendele. During the period of his secondment to the Management Board, Dr. Bernd Schulte's mandate as a member of the Supervisory Board of the Company will be suspended. Due to Dr. Bernd Schulte's period of service of less than three months in the reporting year, his Management Board remuneration in this period was based solely on the non-performance-related remuneration components (basic remuneration, fringe benefits) provided for in the Remuneration System 2022, which correspond to those of the Remuneration System 2021 described below. Taking into account that by law a Supervisory Board member may only be seconded to the Management Board of the Company for a very limited period of no more than one year, Dr. Bernd

Schulte's employment contract provides that he will only receive the short-term variable remuneration regulated in each case in accordance with the Remuneration System 2022 if the employment relationship exists for a period of more than twelve (12) months and long-term variable remuneration only if the employment relationship exists for a period of at least thirty-six (36) months. Accordingly, receipt of variable remuneration would require that Dr. Bernd Schulte will remain in the Company's service as a member of the Management Board beyond the period of his one-year secondment and will therefore not be returning to the Company's Supervisory Board. However, the latter is not planned.

## MANAGEMENT BOARD REMUNERATION SYSTEM 2021

The Remuneration System 2021 was applied in the 2022 fiscal year for the current Management Board members Oliver Albrecht (CFO) and Dr. Thomas Rohe (COO) and for the former Management Board member Dr. Götz Bendele (CEO).

### Components of the Remuneration System 2021

The Remuneration System 2021 consists of performance-independent and performance-based remuneration components. The remuneration independent of performance consists of basic remuneration and fringe benefits. The remuneration based on performance consists of a short-term and a long-term variable remuneration component. Of these, the short-term variable component (short-term incentive – STI) has a one-year term, while the long-term variable component (long-term incentive – LTI) takes the form of virtual performance shares with a term of four years – consisting of a three-year performance period followed by a one-year lock-up period.

Remuneration Component	Description	
Remuneration independent of performance		
Basic remuneration	▪ Fixed annual salary (paid in twelve monthly installments)	
Fringe benefits	▪ Primarily company cars and contributions to insurance	
Remuneration based on performance		
Short-term variable remuneration (STI)	Plan type	▪ Target bonus
	Performance criteria	▪ 40% sales ▪ 40% net income for the fiscal year ▪ 20% sustainability target

	Payment cap	<ul style="list-style-type: none"> <li>200% of the target amount</li> </ul>
	Duration	<ul style="list-style-type: none"> <li>One year</li> </ul>
Long-term variable remuneration (LTI)	Plan type	<ul style="list-style-type: none"> <li>Virtual performance share plan</li> </ul>
	Performance criteria	<ul style="list-style-type: none"> <li>1/3 return on capital employed (ROCE)</li> <li>1/3 sales increase</li> <li>1/3 relative total shareholder return (TSR)</li> </ul>
	Payment cap	<ul style="list-style-type: none"> <li>300% of the target amount</li> </ul>
	Duration	<ul style="list-style-type: none"> <li>Three years and a one-year lock-up period</li> </ul>
Other		
Malus and clawback	<ul style="list-style-type: none"> <li>Withholding and/or reclaiming of variable remuneration components in the event of a breach of statutory or contractual obligations or obligations arising from the articles of incorporation of the Company or the Company bylaws for the Management Board, or if payment is made based on incorrect data.</li> </ul>	
Special bonus	<ul style="list-style-type: none"> <li>Possibility to pay special bonuses, which may not exceed 1.5 times the basic remuneration</li> </ul>	
Maximum remuneration	<ul style="list-style-type: none"> <li>Limit on the total remuneration granted to the Management Board as a whole for one fiscal year of EUR 5.8 million for up to three Management Board members and EUR 7.5 million for four Management Board members</li> <li>Limit of 2.7 times the target total remuneration at the level of individual Management Board members</li> </ul>	

The target total remuneration comprises the sum of the remuneration components independent of performance and based on performance. To determine the target total remuneration, the STI and LTI are included with a target achievement of 100%. In line with recommendation G.6 of the German Corporate Governance Code, the target remuneration for the long-term variable component exceeds the target remuneration for the short-term variable component. The following table shows the shares of remuneration components in the target total remuneration:

Remuneration Component	Share of the target total remuneration
Basic remuneration	~ 40–50%
Fringe benefits	~ 1–5%

Short-term variable remuneration (STI)	~ 20–30%
Long-term variable remuneration (LTI)	~ 25–35%

### **Remuneration Independent of Performance**

The remuneration independent of performance consists of the basic remuneration and fringe benefits.

#### **Basic Remuneration**

The basic remuneration is a fixed cash payment for the fiscal year based on the duties and responsibilities of the respective Management Board member in particular. It is paid in twelve monthly installments at the end of each month.

#### **Fringe Benefits**

Every Management Board member receives fringe benefits in the form of noncash and other remuneration. These primarily include the provision of a company car that can also be used privately, as well as contributions and subsidies to insurance policies or the assumption of insurance premiums (including the Company's directors and officers liability insurance (D&O insurance) with a deductible in accordance with Section 93 (2) (3) of the German Stock Corporation Act (AktG), contributions to health and long-term care insurance and accident insurance, which may also provide for a benefit to the heirs of the Management Board Member in the event of death). The Supervisory Board may grant other or additional fringe benefits customary in the market, such as the assumption of relocation costs for new hires. The type, amount, and duration of the noncash benefits may vary according to the personal situation of the Management Board members. Based on the maximum remuneration, a maximum amount for fringe benefits is set for each Management Board member per fiscal year.

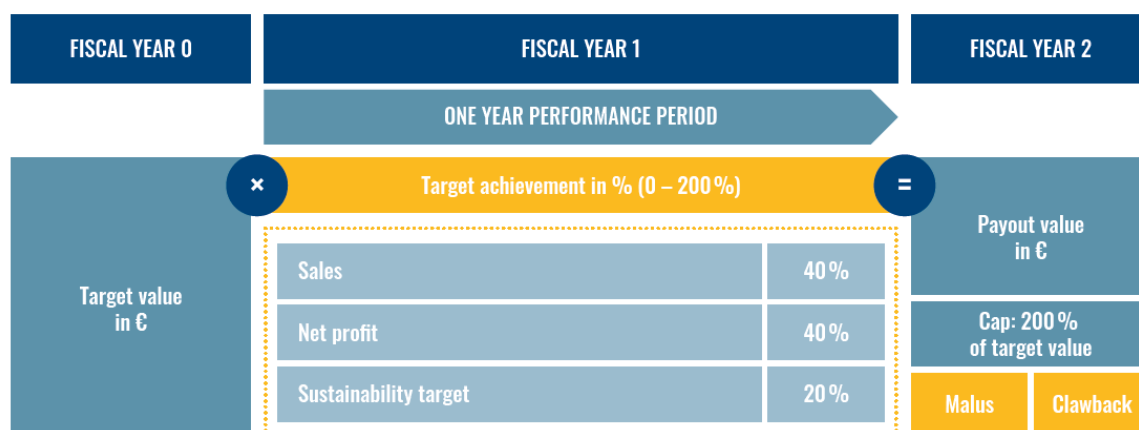
### **Remuneration based on Performance**

The remuneration based on performance consists of a short-term and a long-term variable remuneration component. The short-term variable component has a one-year term, while the long-term variable component is structured as virtual performance shares with a term of four years – a three-year performance period followed by a one-year lock-up period. The formulation of these remuneration components, which are described in detail below, provides incentives for the implementation of the strategy of SÜSS MicroTec and for the long-term and sustainable development of the Company.



## Short-term Variable Remuneration (STI)

The goal of short-term variable remuneration is to reward the operational implementation of the business strategy. Two financial targets, sales (40%) and net income for the fiscal year (40%), and a nonfinancial sustainability target (20%) have been defined as key performance criteria in this context.



### Financial Performance Criteria – Sales & Net Income for the Fiscal Year

This part of the STI is measured by the achievement of the two equally weighted financial performance criteria of sales and net income for the fiscal year, which are essential components of the corporate management of SÜSS MicroTec.

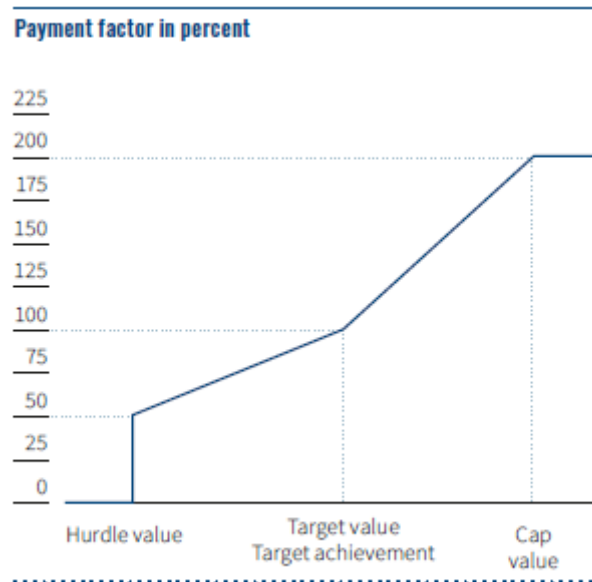
- **Sales:** Sales are those reported in the audited and approved consolidated financial statements. Sales are a significant indicator in the Company and represent the value of goods and services that the Company has achieved in a fiscal year. In order to remain competitive in the highly technical and specialized semiconductor industry, it is necessary to focus on sales and corresponding profitable growth since this is the only way to sustainably generate the necessary funds for investments and innovations. The strategy of SÜSS MicroTec aims for a long-term increase in sales until 2025 and beyond and can be operationalized by integrating sales as a performance criterion in the STI.
- **Net income for the fiscal year:** Net income for the fiscal year is the net income reported in the audited and approved consolidated financial statements. The net income for the fiscal year is a direct derivative of sales and costs incurred by the Company in a fiscal year. Positive net income reflects the Company's earning power and therefore ultimately its attractiveness for (potential) equity investors. SÜSS MicroTec is aiming for healthy long-term growth so that net income for the fiscal year should also increase steadily in line with sales. The use of net income for the fiscal year in the STI takes this objective into account.

Before the start of a fiscal year, the Supervisory Board sets ambitious targets (including threshold and cap values) for each performance criterion. The target values of the two financial performance criteria are derived from the budget planning approved by the Supervisory Board for the respective fiscal year.

Target achievement for the two financial performance criteria is determined by comparing the actual value achieved in the fiscal year with the target value. Target achievement is converted into a payout factor for each performance criterion using a bonus curve. If the target achievement is lower than the threshold, the payout factor for the performance criterion is 0%, meaning total failure to meet the financial targets is possible. If the target is achieved at the threshold level, the payout factor is 50%. If the actual value corresponds to the target value, the payout factor is 100%. If the target achievement is equal to or greater than the cap value, the payout factor of the financial performance criterion is 200%.

For the sales and net income targets, additional secondary conditions are integrated into the Remuneration System 2021 that are based on break-even sales and break-even net income for the fiscal year. If these “minimum levels” are not reached, the achievement of the corresponding target is 0%, regardless of the target achievement determined using a bonus curve.

For the financial targets, the bonus curves are diagrammed as follows:



### Nonfinancial Performance Criterion – Sustainability Target

This part of the STI is measured by the achievement of the nonfinancial sustainability target. This is composed of up to two sustainability targets derived from the sustainability strategy of SÜSS MicroTec. The inclusion of sustainability in the STI reflects the commitment of SÜSS MicroTec to accept social and environmental responsibility as a Company. Each year, the Supervisory

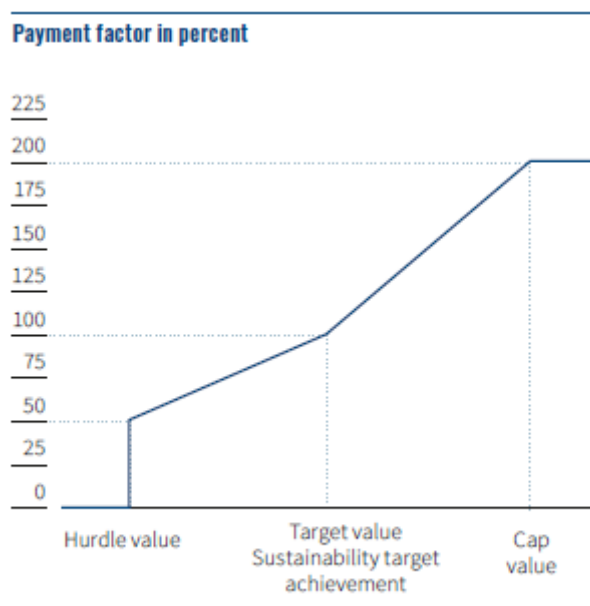
Board defines up to two equally weighted sustainability targets underlying the assessment at its own discretion, which it selects from the following categories:

Categories for the Sustainability Target
Innovation/Research & Development
Market/Customers
Employees/Culture
Environment/Climate
Community/Social Issues

Before the start of a fiscal year, the Supervisory Board sets ambitious targets for each nonfinancial sustainability objective. The targets are based, among other things, on the operationalization of the SÜSS MicroTec sustainability strategy. With regard to the targets determined by the Supervisory Board, a distinction must be made between quantitative and qualitative targets.

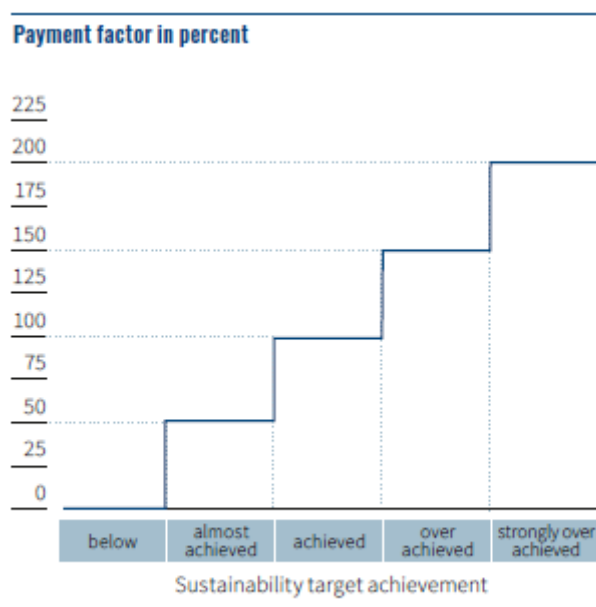
For each quantitative sustainability target, the Supervisory Board defines a threshold and a cap value in addition to the target value. Target achievement for quantitative sustainability targets is determined by comparing the actual value achieved for the respective sustainability target in the fiscal year with the target value. Target achievement is converted into a payout factor for each performance criterion using a bonus curve. If the target achievement is lower than the threshold, the payout factor for the respective performance criterion is 0%, meaning total failure to meet the sustainability targets is possible. If the target is achieved at the threshold level, the payout factor is 50%. If the actual value corresponds to the target value, the payout factor is 100%. If the target achievement is equal to or greater than the cap value, the payout factor is 200%.

For quantitative sustainability targets, the bonus curve is diagrammed as follows:



For each qualitative sustainability target, the Supervisory Board assesses target achievement after the end of the fiscal year. In doing so, the Supervisory Board can set target achievement at five levels. The corresponding payout factor can range from 0%, in the case of a missed target, to 200%, in the case of significantly exceeding the targets. Total failure to meet the sustainability targets is therefore possible.

The bonus curve for qualitative sustainability targets is diagrammed as follows:



The overall target achievement level is calculated by multiplying the payout factors of the performance criteria by their respective weightings and then adding them together. To determine the payout amount, the overall target achievement is multiplied by the STI target amount, with the payout amount capped at 200% of the target amount.

A subsequent adjustment of the defined performance criteria or the target values for the performance criteria within the meaning of recommendation G.8 of the German Corporate Governance Code is excluded. The Supervisory Board is able to take into account extraordinary developments to an appropriate extent (G.11 German Corporate Governance Code). If the Supervisory Board makes use of this option, the reasons for an adjustment and its scope will be communicated in the remuneration report for the fiscal year.

The STI is paid out in cash and is due for payment with the next ordinary salary cycle after approval of the consolidated financial statements of SÜSS MicroTec.

If the Management Board employment contract begins or ends in the current fiscal year, the target amount is reduced pro rata temporis to the date of the beginning or end.

### 1. Target Values and Target Achievement (STI)

	Weighting	Break-even value	Threshold for 0% target achievement	Threshold for 100% target achievement	Threshold for 200% target achievement	Earnings 2022	Target achievement in %
<b>Sales</b>	40%	EUR 232.1 million	EUR 262.3 million	EUR 327.9 million	EUR 393.5 million	EUR 299.1 million	78%
<b>Profit for the year</b>	40%	EUR 5.8 million	EUR 18.6 million	EUR 26.5 million	EUR 34.5 million	EUR 24.5 million	88%
<b>Sustainability target</b>	20%	-	Fallen short	Fully achieved	Significantly exceeded	Exceeded	150%

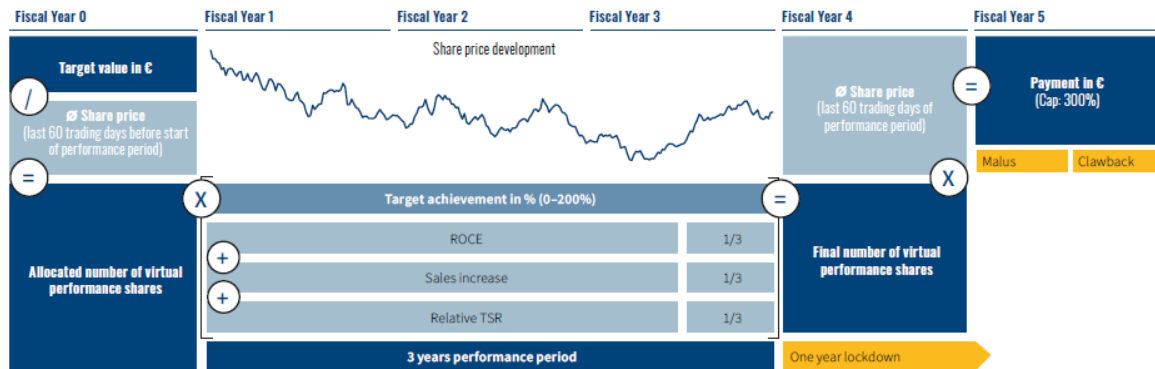
With the exception of Dr. Bernd Schulte, the above target values and achievements for 2022 fiscal year apply to each of the Management Board members in office in the 2022 fiscal year, including Dr. Götz Bendele, who stepped down from the Management Board on December 15, 2022. Due to Dr. Bernd Schulte's period of service of less than three months in fiscal year 2022 as part of his secondment to the Management Board of the Company by the Supervisory Board, which is limited to one year until October 16, 2023, no variable remuneration components were relevant for his Management Board remuneration in this period. The Supervisory Board set the sustainability target for the 2022 fiscal year on the recommendation of the Sustainability Committee as part of the Remuneration System 2021. These targets include both a significant reduction of indirect (Scope 2) CO2 emissions at the main production sites by more than 60% compared to the 2021 fiscal year, the roll-out and training of the new compliance manual and code of conduct, and the creation and application of a compliance system for suppliers above a certain sales size.

### 2. Long-term Variable Remuneration (LTI)

The LTI is intended to help promote the sustainable and long-term business development of SÜSS MicroTec. In the Remuneration System 2021, this is done with a share-based approach using virtual performance shares (VPS). This capital market-oriented structure for the LTI links

the interests of shareholders and Management Board members even more closely. Overall, the incentive is created to increase the value of the Company on a long-term and sustainable basis.

The LTI is granted annually as a tranche in the form of VPS. The term of an LTI tranche is four years, comprising a three-year performance period followed by a one-year lock-up period.



The number of conditionally granted VPS is determined by dividing the target amount of the LTI by the average share price of SÜSS MicroTec (mean of the closing prices in XETRA trading (or a comparable successor system) of Deutsche Börse AG over the last 60 trading days before the start of the performance period). The number of VPS can increase or decrease depending on the achievement of the two financial performance criteria (return on capital employed [ROCE] and sales growth) as well as a performance criterion based on the development of the share price (relative total shareholder return [TSR] compared to two peer groups). The three LTI performance criteria are equally weighted, with one third each going into the overall target achievement.

### Financial Performance Criteria – ROCE & Sales Growth

This part of the LTI is measured by the achievement of the two financial performance criteria ROCE and sales growth. Both performance targets promote the implementation of the business strategy of SÜSS MicroTec and take into account the LTI's focus on the long-term development of the Company.

- **ROCE:** ROCE for the performance period is calculated as the equally weighted average of the actual ROCE values for the individual fiscal years in the performance period. The actual ROCE value for each fiscal year is calculated as the quotient of earnings before interest and taxes (EBIT) as reported in the audited and approved consolidated financial statements of the Company, the average capital employed based on the Quarterly Reports, and the audited and approved consolidated financial statements in the respective fiscal year. ROCE is an important profitability indicator that describes the return on capital

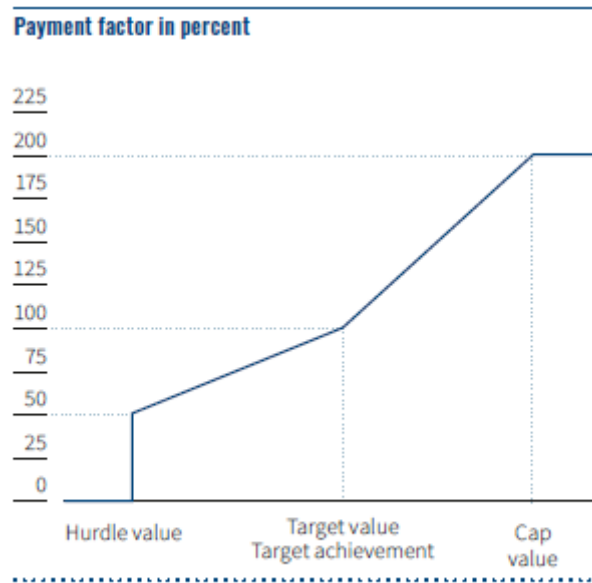
employed. The individual components of ROCE are each strategically important key figures for the Company. The optimization of the individual components leads accordingly to an improvement in the ROCE and therefore to a better use of the capital employed in the Company. The average ROCE within the performance period is decisive for achieving the target.

- Sales growth: Sales growth refers to the increase in Group sales within the performance period and is measured as the compound annual growth rate (CAGR). In principle, the Company should grow at least as fast as the market volume of the reference markets over the cycle, since otherwise there is a risk of losing market share in the medium and long term. Only through sustainable sales growth can the Company succeed in maintaining its leading market position in the relevant target markets in the long term and generate sustainable positive cash flows and thus funds for investments such as innovations or research and development.

Before the start of a fiscal year, the Supervisory Board sets ambitious targets (including threshold and cap values) for each performance criterion for the respective new tranche. These values remain applicable throughout the three-year performance period of a tranche. The target value to be set by the Supervisory Board is based on the expected return on capital employed according to the business strategy (for the ROCE performance criterion) or on the strategically planned sales growth (for the sales growth performance criterion) so that a high strategic relevance of the performance criteria can be ensured.

The Supervisory Board determines whether the financial performance criteria have been met after approving the consolidated financial statements for the final year of the performance period. Target achievement for the financial performance criteria is determined by comparing the respective actual value achieved during the performance period with the defined target value. Target achievement is converted into a payout factor for each performance criterion using a bonus curve. If the respective target achievement is lower than the threshold, the payout factor for the respective performance criterion is 0%, meaning total failure to meet the financial respective targets is possible. If the target is achieved at the threshold level, the payout factor is 50%. If the actual value corresponds to the target value, the payout factor is 100%. If the target achievement is equal to or greater than the cap value, the payout factor is 200%.

For the financial targets, the bonus curves are diagrammed as follows:

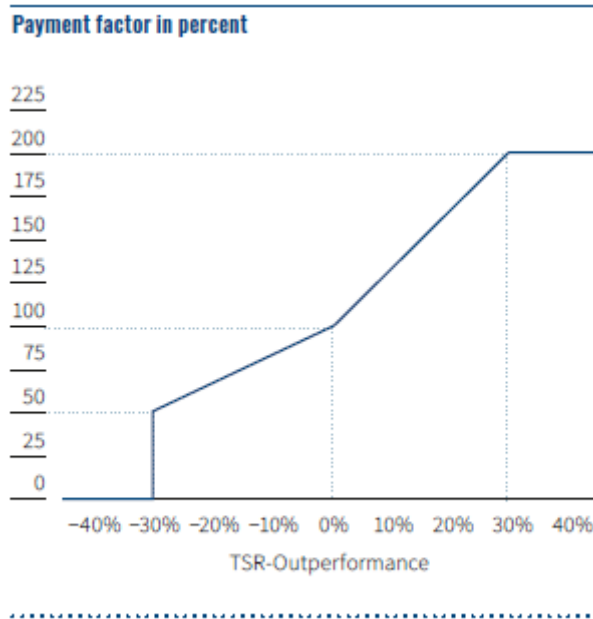


### Share Price-Based Performance Criterion – Relative TSR

The third performance criterion, relative total shareholder return (TSR), compares the TSR performance of SÜSS MicroTec with the TSR performance of two peer groups, the Philadelphia Semiconductor Index as an international sector index, and the DAXsector Technology Index as a German index with a technology focus. The share-based provision of the LTI and the integration of a further share price-based performance criterion strengthen the alignment of interests between the Management Board members and shareholders.

The calculation of target achievement is based on the TSR outperformance for SÜSS MicroTec compared to the two benchmark indices. The outperformance corresponds to the difference between the TSR of the SÜSS MicroTec share and the TSR of the respective peer group in percentage points. An identical TSR performance from SÜSS MicroTec and the respective benchmark index leads to a TRS outperformance of 0% and corresponds to a target achievement of 100%. The threshold of -30% means that the TSR performance of SÜSS MicroTec is 30% below the index performance and corresponds to a payout of 30%. In the case of an outperformance of +30% for SÜSS MicroTec compared to the benchmark index, the payout is capped at 200%. The bonus curve is diagrammed as follows:





The payout factors determined based on the TSR outperformance versus the respective benchmark index are taken into account on an equally weighted basis when determining the final payout factor for the relative TSR.

To determine the overall target achievement in the LTI, the calculated payout factors of ROCE, sales growth, and relative TSR are each multiplied by 1/3 and added together, i.e., they are included in the overall target achievement with equal weight.

The final number of VPS will be determined after the end of the three-year performance period. For this purpose, the number of VPS conditionally granted at the beginning for the performance period is multiplied by the overall target achievement. The resulting final number of VPS is multiplied in the next step with the average share price of SÜSS MicroTec (mean of the closing prices in XETRA trading or a comparable successor system of Deutsche Börse AG over the last 60 trading days before the end of the performance period) to determine the payout amount. The amount thereby designated for payment is not paid out until after a one-year lock-up period so that the total inflow does not occur until four years after allocation at the earliest. The payout amount is capped at 300% of the target amount.

The VPS are paid out in cash. The Supervisory Board is entitled to pay out the LTI in full or in part as no-par value shares in SÜSS MicroTec instead of a cash payment. A subsequent adjustment of the defined performance criteria or the target values or comparison parameters for the performance criteria within the meaning of Recommendation G.8 of the German Corporate Governance Code is excluded. The Supervisory Board is able to take into account extraordinary developments to an appropriate extent (G.11 German Corporate Governance Code). If the Supervisory Board makes use of this option, the reasons for an adjustment and its scope will be communicated in the remuneration report for the fiscal year.

**Target Values (LTI) – the Performance Period of the 2021 Tranche ends on December 31, 2023**

<b>1st tranche 2021–2023</b>	<b>Weighting</b>	<b>Threshold for 0% target achievement</b>	<b>Threshold for 100% target achievement</b>	<b>Threshold for 200% target achievement</b>	<b>Model values tranche 1</b>
<b>Return on capital employed (ROCE)</b>	1/3	14%	19%	24%	18.40%
<b>Increase in sales</b>	1/3	6.72%	9.60%	12.48%	10.48%
<b>Relative TSR*</b>	1/3	-30%	0%	30%	-9.97%

\*The percentage figures relate to TSR outperformance (calculated using the average closing prices of the last 30 trading days in XETRA trading)

**Target Values (LTI) – the Performance Period of the 2022 Tranche ends on December 31, 2024**

<b>2nd tranche 2022-2024</b>	<b>Weighting</b>	<b>Threshold for 0% target achievement</b>	<b>Threshold for 100% target achievement</b>	<b>Threshold for 200% target achievement</b>	<b>Model values tranche 2</b>
<b>Return on capital employed (ROCE)</b>	1/3	14%	19%	24%	21%
<b>Increase in sales</b>	1/3	7.71%	11.01%	14.31%	14.34%
<b>Relative TSR*</b>	1/3	-30%	0%	30%	-0.18%

\*The percentage figures relate to TSR outperformance (calculated using the average closing prices of the last 30 trading days in XETRA trading)

With the exception of Dr. Bernd Schulte, the above target values and achievements of the LTI tranches 2021 and 2022 apply to each of the Management Board members in office in the 2022 fiscal year, including Dr. Götz Bendele, who stepped down from the Management Board on December 15, 2022. Due to Dr. Bernd Schulte's period of service of less than three months in fiscal year 2022 as part of his secondment to the Management Board of the Company by the Supervisory Board, which is limited to one year until October 16, 2023, no variable remuneration components were relevant for his Management Board remuneration in this period.

### **Malus and Clawback**

The Supervisory Board has the option to withhold (malus) or reclaim (clawback) variable remuneration components in part or in full in the cases listed below.

In the event of at least one serious and culpable breach by the Management Board member of statutory or contractual obligations or obligations arising from the articles of incorporation of the Company or the Company bylaws for the Management Board, the Supervisory Board may, at its due discretion, reduce and retain variable remuneration components that have not yet been paid out or reclaim variable remuneration components that have already been paid out. An assertion of the clawback right is excluded if the breach of obligation dates back more than ten years.

If variable remuneration components were wrongly paid out to the Management Board member based on incorrect data, the Supervisory Board may, at its due discretion, demand the full or partial return of the difference resulting from the recalculation of the amount of variable remuneration compared to the amount paid out.

The clawback and malus rights shall also exist if the position or employment relationship of the Management Board member has already ended at the time the clawback and/or malus rights are asserted. The Management Board member may not appeal the fact that the reclaimed variable remuneration is no longer available in their assets. Claims by the Company for damages, in particular under Section 93 (2)(1) of the German Stock Corporation Law (AktG), the right of the Company to revoke the appointment pursuant to Section 84 (3) AktG, and the right of the Company to terminate the employment contract without notice (Section 626 (1) of the German Civil Code [BGB]) shall remain unaffected.

In the year under review, no circumstances were identified that would have justified a corresponding withholding or clawback. Accordingly, no use was made of the option to withhold or clawback variable remuneration components.

### **Special Bonus**

The Supervisory Board has the right to grant a special payment to the Management Board members in the event of special circumstances or developments. For example, in order to recruit qualified candidates for the Management Board, the Supervisory Board may grant Management Board Members appointed for the first time an appropriate sign-on bonus in line with market conditions, e.g., to offset forfeited compensation benefits from previous employment or service agreements. Similarly, a special bonus may be awarded, for example, as a result of significant changes in the corporate structure, e.g., through the acquisition or disposal of significant parts of the Company. The payout amount of special bonuses is limited to 1.5 times the basic remuneration.

In the line with an appropriate and market-driven starting bonus and in order to attract new members to the Management Board, one-time sign-on and retention bonuses were offered to Dr. Götz M. Bendele and Dr. Thomas Rohe in fiscal year 2021, as described in more detail in the related Remuneration Report. In accordance with the contract, the first of a total of three annual tranches of 3,500 SÜSS MicroTec SE performance shares was paid out to Dr. Götz M. Bendele in June 2022, with the amount paid out per performance share being calculated on the basis of the average closing price (arithmetic mean) of the Company's no-par value shares in XETRA trading over the last 60 trading days in the 2021 fiscal year. In accordance with the contract, the second of a total of three equal annual installments of EUR 20,000.00 each of the retention bonus was paid to Dr. Thomas Rohe in May 2022.

### **Maximum Remuneration**

In addition to the caps at the level of the individual performance criteria and the variable remuneration components, the Remuneration System 2021 includes a cap on the remuneration amount at the level of the Management Board as a whole and at the level of the individual Management Board members. The total remuneration paid to the Management Board of SÜSS MicroTec as a whole within one year may not exceed a value of up to EUR 5,800,000 for up to three Management Board Members. If a fourth Management Board member is appointed, the maximum compensation of the Management Board as a whole is EUR 7,500,000. The total remuneration of the Management Board as a whole consists of the sum of the fixed remuneration, fringe benefits, STI, LTI, and special bonuses paid to all Management Board members. At the level of individual Management Board members, this means that the total annual remuneration is capped at 2.7 times the target total remuneration for the respective year. Prior to payment of the variable Management Board remuneration, compliance with the maximum remuneration is monitored by the Personnel Committee.

#### REMUNERATION OF THE MANAGEMENT BOARD MEMBERS IN THE 2022 FISCAL YEAR

The tables below show the respective target remuneration of the Management Board members in the reporting year for the 2022 fiscal year. This comprises the target remuneration promised for the fiscal year, which is granted if 100% of the target is achieved, supplemented by details of the minimum and maximum remuneration achievable on an individual basis. There are no differences in the basic remuneration and fringe benefits.

##### Target remuneration of the Management Board members:

Target remuneration	Dr. Bernd Schulte			
	Chief Executive Officer (CEO)			
	Entry date: 10/17/2022			
	2022 (100%)	2021 (100%)	2022 (Min)	2022 (Max)
Basic remuneration	76,660.71	-	76,660.71	76,660.71
Fringe benefits (fixed) <sup>1)</sup>	2,586.67	-	2,586.67	2,586.67
Expenses for retirement benefits	-	-	-	-
<b>Total</b>	<b>79,247.38</b>	<b>-</b>	<b>79,247.38</b>	<b>79,247.38</b>
Short-term variable remuneration (STI)	-	-	-	-
Long-term variable remuneration (LTI): 2021 tranche (performance period 01/01/2021 to 12/31/2023 and lock-up pe- riod 01/01/2024 to 12/31/2024)	-	-	-	-

Long-term variable remuneration (LTI): 2022 tranche (performance period 01/01/2022 to 12/31/2024 and lock-up pe- riod 01/01/2025 to 12/31/2025)	-	-	-	-
<b>Total remuneration</b>	<b>79,247.38</b>	<b>-</b>	<b>79,247.38</b>	<b>79,247.38</b>

- 1) Includes:
- Allowance for optional retirement insurance
  - Company share of legal or private health insurance

<b>Target remuneration</b>	<b>Dr. Götz M Bendele</b>			
	<b>Former Chief Executive Officer (CEO)</b>			
	<b>Exit date: 10/16/2022</b>			
	2022 (100%)	2021 (100%)	2022 (Min)	2022 (Max)
Basic remuneration	287,839.29	243,000.00	243,000.00	243,000.00
Fringe benefits (fixed) <sup>1)</sup>	21,159.40	19,191.36	19,191.36	19,191.36
Other (sign-on and retention bonus) <sup>2)</sup>	47,355.00	76,650.00		
of which investment in SÜSS MicroTec shares				
Expenses for retirement benefits	-	-	-	-
<b>Total</b>	<b>356,353.69</b>	<b>338,841.36</b>	<b>262,191.36</b>	<b>262,191.36</b>
Short-term variable remuneration (STI) <sup>3)</sup>	160,335.62	135,000.00	-	320,671.23
Long-term variable remuneration (LTI): 2021 tranche (performance period 01/01/2021 to 12/31/2023 and lock-up period 01/01/2024 to 12/31/2024)	-	162,000.00	-	-
Long-term variable remuneration (LTI): 2022 tranche (performance period 01/01/2022 to 12/31/2024 and lock-up period 01/01/2025 to 12/31/2025)	192,402.74	-	-	577,208.22
Other (sign-on and retention bonus) <sup>2)</sup>	<b>52,465.00</b>			
of which investment in SÜSS MicroTec shares	-	-	-	-
<b>Total remuneration</b>	<b>761,577.00</b>	<b>635,841.36</b>	<b>262,191.36</b>	<b>1,160,070.81</b>

- 1) Includes:
- Allowance for optional retirement insurance
  - Monetary value of private vehicle or car al-  
lowance
  - Company share of legal or private health insurance
- 2) Dr. Götz M. Bendele receives a sign-on and retention bonus in the form of an allocation of 10,500 perfor-  
mance shares, which are paid out in 3 tranches of 3,500 performance shares.
- 3) Because the contract was terminated, the short-term variable remuneration (STI) was determined pro rata  
temporis. At the time the termination agreement was concluded, the degree of target achievement for the  
STI 2022 had not yet been determined, which is why the parties agreed on an overall target achievement  
level of 100% for the STI 2022 as a flat rate.

<b>Target remuneration</b>	<b>Oliver Albrecht</b>
	<b>Chief Financial Officer (CFO)</b>

	Entry date: 11/18/2019			
	2022 (100%)	2021 (100%)	2022 (Min)	2022 (Max)
Basic remuneration	300,000.00	300,000.00	300,000.00	300,000.00
Fringe benefits (fixed) <sup>1)</sup>	23,400.48	24,435.88	23,400.48	23,400.48
Expenses for retirement benefits	-	-	-	-
<b>Total</b>	<b>323,400.48</b>	<b>324,435.88</b>	<b>323,400.48</b>	<b>323,400.48</b>
Short-term variable remuneration (STI)	97,500.00	97,500.00	-	195,000.00
Long-term variable remuneration (LTI): 2021 tranche (performance period 01/01/2021 to 12/31/2023 and lock-up period 01/01/2024 to 12/31/2024) <sup>2)</sup>	-	102,500.00	-	-
Long-term variable remuneration (LTI): 2022 tranche (performance period 01/01/2022 to 12/31/2024 and lock-up period 01/01/2025 to 12/31/2025) <sup>2)</sup>	102,500.00	-	-	307,500.00
<b>Total remuneration</b>	<b>523,400.48</b>	<b>524,435.88</b>	<b>323,400.48</b>	<b>825,900.48</b>

<sup>1)</sup> Includes:

Allowance for optional retirement insurance  
Monetary value of private vehicle or car allowance  
Company share of legal or private health insurance

<sup>2)</sup> A lock-up period of three years applies to shares acquired in accordance with the variable remuneration system in force at December 31, 2020 as part of the variable remuneration (after deduction of personal taxes). The new remuneration system applicable from January 1, 2021 does not provide for mandatory investment of the STI bonus in SÜSS shares.

Target remuneration	Dr. Thomas Rohe			
	Chief Operations Officer (COO)			
	Entry date: 05/01/2021			
	2022 (100%)	2021 (100%)	2022 (Min)	2022 (Max)
Basic remuneration	202,500.00	135,000.00	135,000.00	135,000.00
Fringe benefits (fixed) <sup>1)</sup>	47,331.92	20,178.40	20,178.40	20,178.40
Other (sign-on bonus and retention bonus) <sup>2)</sup>	20,000.00	70,000.00	-	-
of which investment in SÜSS MicroTec shares	-	50,000.00	-	-
Expenses for retirement benefits	-	-	-	-
<b>Total</b>	<b>269,831.92</b>	<b>225,178.40</b>	<b>155,178.40</b>	<b>155,178.40</b>
Short-term variable remuneration (STI)	112,500.00	75,000.00	-	225,000.00
Long-term variable remuneration (LTI): 2021 tranche (performance period 01/01/2021 to 12/31/2023 and lock-up period 01/01/2024 to 12/31/2024)	-	90,000.00	-	-
Long-term variable remuneration (LTI): 2022 tranche (performance period 01/01/2022 to 12/31/2024 and lock-up period 01/01/2025 to 12/31/2025)	135,000.00	-	-	405,000.00
<b>Total remuneration</b>	<b>517,331.92</b>	<b>390,178.40</b>	<b>155,178.40</b>	<b>785,178.40</b>

- 1) Includes:
- Allowance for optional retirement insurance
  - Monetary value of private vehicle or car allowance
  - Company share of legal or private health insurance
  - Allowance for moving and additional living expenses (limited to six months)
  - Allowance for rental costs
- 2) Dr. Thomas Rohe receives a sign-on bonus of EUR 20,000 for the term of his employment contract.

## Remuneration granted and owed to members of the Management Board in fiscal year 2022:

In the interests of transparency and reporting that is as close to the period as possible, remuneration is reported in accordance with a performance-based interpretation. Accordingly, the short-term variable remuneration (STI) for the 2022 fiscal year, for example, is considered to be granted or owed, although it is not due for payment until the 2023 fiscal year. The background to this is that the underlying performance had been provided in full by the end of the 2022 fiscal year.

In the 2022 fiscal year, the current and former members of the Management Board were remunerated as shown in the following tables.

Remuneration granted and owed	Dr. Bernd Schulte				Oliver Albrecht			
	Chief Executive Officer (CEO)				Chief Financial Officer (CFO)			
	Entry date: 10/17/2022				Entry date: 11/18/2019			
	2022	in %	2021	in %	2022	in %	2021	in %
Basic remuneration	76,660.71	96.7%		0.0%	300,000.00	49.5%	300,000.00	57.9%
Fringe benefits (fixed)	2,586.67	3.3%		0.0%	23,400.48	3.9%	23,435.88	4.5%
Expenses for retirement benefits		0.0%		0.0%		0.0%		0.0%
Other (sign-on bonus)		0.0%		0.0%		0.0%		0.0%
of which investment in SÜSS MicroTec shares		0.0%		0.0%		0.0%		0.0%
Severance payments		0.0%		0.0%		0.0%		0.0%
<b>Total</b>	<b>79,247.38</b>	<b>100.0%</b>		<b>0.0%</b>	<b>323,400.48</b>	<b>53.5%</b>	<b>323,435.88</b>	<b>62.4%</b>
Single-year variable remuneration (STI)		0.0%		0.0%	93,600.00	15.5%	85,634.25	16.5%
of which investment in SÜSS MicroTec shares		0.0%		0.0%		0.0%		0.0%
Multi-year variable remuneration 2020–2021 (LTI)		0.0%		0.0%		0.0%		0.0%
Long-term variable remuneration (LTI): 2021 tranche (performance period 1/1/2021 to 12/31/2023 and lock-up period 1/1/2024 to 12/31/2024) 1)		0.0%		0.0%	86,240.83	14.3%	109,300.38	21.1%

Long-term variable remuneration (LTI): 2022 tranche (performance period 01/01/2022 to 12/31/2024 and lock-up period 01/01/2024 to 12/31/2024) <sup>1)</sup>		0.0%	0.0%	101,341.26	16.5%		0.0%
<b>Total remuneration <sup>2)</sup></b>	<b>79,247.38</b>	<b>100.0%</b>	<b>0.0%</b>	<b>604,582.57</b>	<b>100.0%</b>	<b>518,370.51</b>	<b>100.0%</b>

<sup>1)</sup> Recognition of the first tranche (2021-2023) and the second tranche (2022-2024) for the LTI under the new remuneration system will not take place until the end of the period. The amount of the provision can be found in Note (24) to the consolidated financial statements.

<sup>2)</sup> For Oliver Albrecht, the maximum total annual remuneration of EUR 1,413,276.88 was complied with in the 2022 fiscal year. In addition, with total remuneration for the entire Management Board of EUR 2,825,256.33 in the 2022 fiscal year, the maximum total remuneration for the entire Management Board of EUR 5,800,000 (for up to three members of the Management Board) was complied with.

Remuneration granted and owed	Dr. Thomas Rohe				Dr. Götz M Bendele			
	Chief Operations Officer (COO)				Former Chief Executive Officer (CEO)			
	Entry date: 05/01/2021				Exit date: 12/31/2022			
	2022	in %	2021	in %	2022	in %	2021	in %
Basic remuneration	202,500.00	34.4%	135,000.00	34.9%	287,839.29	17,9%	243,000.00	38.6%
Fringe benefits (fixed)	47,331.92	8.0%	20,178.00	5.2%	21,159.40	1,3%	19,191.00	3.0%
Expenses for retirement benefits		0.0%		0.0%		0,0%		0.0%
Other (sign-on bonus)	20,000.00	3.4%	70,000.00	18.1%	47.355,00	2,9%	76,650.00	12.2%
of which investment in SÜSS MicroTec shares		0.0%	50,000.00	12.9%		0,0%		0.0%
Severance payments		0.0%		0.0%	710,000.00	44,2%		0.0%
<b>Total</b>	<b>269,831.92</b>	<b>46.0%</b>	<b>225,178.00</b>	<b>58.2%</b>	<b>1.066.353,69</b>	<b>66,4%</b>	<b>338,841.00</b>	<b>53.8%</b>
Single-year variable remuneration (STI)	108,000.00	18.4%	65,872.50	17.0%	160,335.62	10,0%	118,570.00	18.8%
Other (sign-on bonus)	-	0.0%	-	0.0%	52,465.00	3.3%	0.0%	-
of which investment in SÜSS MicroTec shares	-	0.0%	-	0.0%	-	-	0.0%	-
of which investment in SÜSS MicroTec shares	-	0.0%		0.0%		0,0%	-	0.0%
Multi-year variable remuneration 2020–2021 (LTI)	-	0.0%	-	0.0%	-	3,3%	-	0.0%
Long-term variable remuneration (LTI): 2021 tranche (performance period 1/1/2021 to 12/31/2023 and lock-up period 1/1/2024 to 12/31/2024) <sup>1)</sup>	75,723.66	12.9%	95,964.54	24.8%	136,302.58	8.5	172,748.52	27.4%
Long-term variable remuneration (LTI): 2022 tranche (performance period 01/01/2022 to 12/31/2024 and	133,473.85	22.7%		0.0%	190,227.67	11.8%	-	0.0%



lock-up period 01/01/2024 to 12/31/2024) <sup>1)</sup>								
<b>Total remuneration</b> <sup>2)</sup>	<b>587.029,43</b>	<b>100.0%</b>	<b>387,015.04</b>	<b>100.0%</b>	<b>1.606,684.55</b>	<b>100.0%</b>	<b>630,159.52</b>	<b>100.0%</b>

<sup>1)</sup> Recognition of the first tranche (2021-2023) and the second tranche (2022-2024) for the LTI under the new remuneration system will not take place until the end of the period. The amount of the provision can be found in Note (24) to the consolidated financial statements.

<sup>2)</sup> For Dr. Thomas Rohe, the maximum total annual remuneration (= 2.7 times the target total remuneration in each case) of EUR 1,053,481.68 was complied with in the 2022 fiscal year. In addition, with total remuneration for the entire Management Board of EUR 2,825,256.33 in the 2022 fiscal year, the maximum total remuneration for the entire Management Board of EUR 5,800,000 (for up to three members of the Management Board) was complied with. For Dr. Götz M. Bendele, the maximum total annual remuneration (= 2.7 times the target total remuneration in each case) of EUR 1,716,771.67 was complied with in the 2022 fiscal year.

## PENSIONS

There are no pension obligations for current members or former members of the Management Board.

## BENEFITS DUE TO TERMINATION OF EMPLOYMENT IN THE 2022 FISCAL YEAR

An agreement on the early termination of the employment contract was reached with Dr. Götz Bendele on December 15, 2022, although Dr. Götz Bendele's employment had already been suspended since October 17, 2022, due to his time off to care for a sick family member. As part of the termination agreement, it was agreed for the short-term variable remuneration for the 2022 fiscal year (STI 2022), which was earned on a pro rata basis up to October 16, 2022, that the overall degree of target achievement of the STI, which had not yet been determined at this point in time, was 100% and that half of the STI 2022 would be paid with the regular payment run in January 2023, while the other half of the STI 2022 would continue to be paid with the regular payment run for the calendar month following the approval of the Company's consolidated financial statements for the 2022 fiscal year by the Supervisory Board. The LTI tranches previously granted to Dr. Götz Bendele (LTI tranche 2021 and LTI tranche 2022) remain in place and will be paid out regularly in accordance with the plan conditions. Upon conclusion of the termination agreement, the performance shares of the second and third annual tranches of 3,500 performance shares each granted to Dr. Götz Bendele by way of the sign-on and retention bonus and not yet paid out were vested and will be settled in accordance with the bonus plan conditions. Due to the termination of the employment relationship, to settle claims for remuneration for the remaining term of the employment contract, the Company paid Dr. Götz Bendele a one-time settlement of EUR 710,000.00 gross with the regular payment run in January 2023.

## REMUNERATION OF THE SUPERVISORY BOARD MEMBERS

The remuneration of the Supervisory Board members is set out in greater detail in Section 20 of the articles of incorporation of the Company. 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 Chairs of the committees each receive 2.0 times the aforementioned amounts. If a Supervisory Board member sits on several committees at a time, only the highest-paid committee membership is remunerated in addition to the fixed annual remuneration pursuant to sentence 1. 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.

In the 2022 fiscal year, the current and former members of the Supervisory Board were remunerated as follows:

<b>2022 in EUR</b>	<b>Fixed remuneration</b>	<b>in %</b>	<b>Meeting attendance remuneration for the Supervisory Board</b>	<b>in %</b>	<b>Committee remuneration</b>	<b>in %</b>	<b>Meeting attendance remuneration for committees</b>	<b>in %</b>	<b>Total remuneration</b>
Supervisory Board									
Dr. David Dean (Chair of the Supervisory Board)	90,000.00	65.7 %	13,000.00	9.5 %	20,000.00	14.6 %	14,000.00	10.2 %	<b>137,000.00</b>
Dr. Myriam Jahn (Deputy Chair of the Supervisory Board)	67,500.00	67.2 %	13,000.00	12.9 %	10,000.00	10.0 %	10,000.00	10.0 %	<b>100,500.00</b>
Prof. Dr. Mirja Steinkamp (since 03/04/2022)	37,356.00	50.5 %	11,000.00	14.9 %	22,603.00	6.7 %	3,000.00	4.1 %	<b>73,959.00</b>
Dr. Dietmar Meister (to 03/01/2022)	7,397.00	51.6 %	1,000.00	7.0 %	4,932.00	104.7 %	1,000.00	7.0 %	<b>14,329.00</b>
Jan Smits	45,000.00	56.3 %	13,000.00	16.3 %	15,000.00	18.8 %	7,000.00	8.8 %	<b>80,000.00</b>

Dr. Bernd Schulte (to 10/16/2022)	35,630.00	57.9 %	8,000.00	13.0 %	7,918.00	12.9 %	10,000.00	16.2 %	<b>61,548.00</b>
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<b>2021 in EUR</b>	<b>Fixed remuneration</b>	<b>in %</b>	<b>Meeting attendance remuneration for the Supervisory Board</b>	<b>in %</b>	<b>Committee remuneration</b>	<b>in %</b>	<b>Meeting attendance remuneration for committees</b>	<b>in %</b>	<b>Total remuneration</b>
Supervisory Board									
Dr. David Dean (Chair of the Supervisory Board)	75,000.00	67.6 %	20,000.00	18.0 %	10,000.00	9.0 %	6,000.00	5.4 %	<b>111,000.00</b>
Dr. Myriam Jahn (Deputy Chair of the Supervisory Board)	58,750.00	67.7 %	20,000.00	23.1 %	5,000.00	5.8 %	3,000.00	3.5 %	<b>86,750.00</b>
Dr. Dietmar Meister	45,000.00	53.6 %	20,000.00	23.8 %	15,000.00	17.9 %	4,000.00	4.8 %	<b>84,000.00</b>
Jan Smits	45,000.00	58.8 %	20,000.00	26.1 %	7,500.00	9.8 %	4,000.00	5.2 %	<b>76,500.00</b>
Dr. Bernd Schulte	45,000.00	61.6 %	20,000.00	27.4 %	5,000.00	6.8 %	3,000.00	4.1 %	<b>73,000.00</b>

No remuneration was granted or owed to former members of the Supervisory Board in the 2022 fiscal year. In the 2022 fiscal year, neither members of the Supervisory Board nor persons or companies affiliated with them received any remuneration or benefits for personal services, particularly consultation and placement services.

## COMPARATIVE PRESENTATION OF REMUNERATION AND EARNINGS DEVELOPMENT

The following comparative presentation shows the annual change in remuneration granted and owed to current and former members of the Management Board and Supervisory Board, the Company's earnings development and employee remuneration on a full-time equivalent basis. The development of the Company's earnings is not only presented on the basis of the respective net profit or loss for the year (HGB), but also (voluntarily) on the basis of the consolidated net profit for the year (IFRS), as this indicator is used as a performance criterion for the variable remuneration of the Management Board members. With regard to the average remuneration of employees, the wages and salaries as well as the number of employees of all German Group companies in the respective fiscal year are used as a basis.

<b>Remuneration of the Management Board</b>	<b>2022</b>	<b>Change vs. PY</b>	<b>2021</b>	<b>Change vs. PY</b>	<b>2020</b>	<b>Change vs. PY</b>	<b>2019</b>	<b>Change vs. PY</b>	<b>2018</b>
Dr. Bernd Schulte (Entry date: 10/17/2022)	79								
Dr. Götz M. Bendele (Departure date: 12/31/2022)	1,227	168.5%	457						
Oliver Albrecht (Entry date: 11/18/2019)	418	2.2%	409	-28.5%	572	979.2%	53		
Dr. Thomas Rohe (Entry date: 05/01/2021)	379	30.2%	291						
Dr. Franz Richter (Departure date: 04/30/2021)	0		330	-52.2%	691	24.5%	555	-9.6%	614
Robert Leurs (Departure date: 11/17/2019, entry date: 12/01/2017)							820	60.6%	510
Walter Braun (Departure date: 09/11/2018)									989
<b>Remuneration of the Supervisory Board</b>									
Dr. David Dean (since 05/20/2020)	137	23.4%	111	101.8%	55				
Dr. Myriam Jahn (since 05/31/2017)	101	16.1%	87	14.5%	76	24.6%	61	3.4%	59
Dr. Dietmar Meister (until 03/01/2022)	14	-83.3%	84	15.1%	73	102.8%	36		
Jan Smits (since 05/20/2020)	80	3.9%	77	67.4%	46				
Dr. Bernd Schulte (until 10/16/2022)	62	-15.1%	73	386.7%	15				
Prof. Dr. Mirja Steinkamp (since 03/04/2022)	74								
Dr. Stefan Reineck (until 05/20/2020)					35	-53.9%	76	2.7%	74
Jan Teichert (until 04/30/2020)					24	-63.6%	66	3.1%	64
Gerhard Pegam (until 03/25/2020)					16	-73.8%	61	3.4%	59

<b>Earnings development</b>									
Net profit for the year for SÜSS MicroTec SE	12,203	-69%	39,591	5429.6%	716	-103.9%	-18,536	-18840%	99
Net profit for the year for the Group	24,529	53.2%	16,015	29.5%	12,363	-176.0%	-16,261	-439.9%	4,784
<b>Average employee remuneration</b>									
German SÜSS companies	85.7	19.2%	71.9	0.1%	71.8	6.4%	67.5	-0.4%	67.8

## OTHER

SÜSS MicroTec has taken out directors' and officers' liability insurance (D&O insurance) for the members of the Management Board and Supervisory Board. The premiums for this are paid by the Company. In accordance with the requirements of stock corporation law, a deductible of 10% of the loss up to the amount of one and a half times the annual fixed remuneration of the respective Management Board member is provided for the members of the Management Board. Due to the current version of the German Corporate Governance Code, there is no longer a deductible for members of the Supervisory Board. Moreover, the members of the Management Board are included in a group accident insurance policy. The premiums for this are also paid by the Company.

## AUDIT CERTIFICATE OF THE INDEPENDENT AUDITOR

to SÜSS MicroTec SE, Garching, Germany

### CERTIFICATE REGARDING THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS AND THE GROUP MANAGEMENT REPORT, WHICH IS COMBINED WITH THE COMPANY MANAGEMENT REPORT

#### Audit opinion

We have audited the consolidated financial statements of SÜSS MicroTec SE and its subsidiaries (the Group), which comprise the consolidated statement of financial position as of December 31, 2022, the consolidated statement of comprehensive income, the consolidated statement of changes in equity, and the consolidated statement of cash flows for the fiscal year from January 1, 2022, to

December 31, 2022, and notes to the consolidated financial statements, including a summary of significant accounting policies. We have also audited the group management report of SÜSS

MicroTec SE for the fiscal year from January 1, 2022, to December 31, 2022. In accordance with German legal requirements, we have not audited the content of the non-financial statement and the corporate governance statement contained in the condensed management report.

In our opinion, based on the insights gained in the audit:

- the attached consolidated financial statements comply with IFRS, as applicable in the EU, in all material respects as well as the supplementary regulations under German law according to Section 315e (1) of the German Commercial Code (HGB). In addition, they convey in accordance with these principles an accurate view of the net assets and financial position of the Group as of December 31, 2022, and its results of operations for the fiscal year from January 1, 2022, to December 31, 2022, and
- the attached group management report conveys an overall accurate picture of the condition of the Group. In all material respects, this group management report is consistent with the consolidated financial statements, complies with German legal regulations, and presents the opportunities and risks of future development accurately. Our audit opinion on the group management report does not cover the content of the above-mentioned non-financial statement and corporate governance statement.

According to Section 322 (3)(1) of the HGB, we declare that our audit has not led to any objections regarding the accuracy of the consolidated financial statements and the group management report.

#### **Basis for the audit opinion**

We have conducted our audit of the consolidated financial statements and the group management report in

accordance with Section 317 of the HGB and the EU Auditor Regulation (No. 537/2014; referred to below as "EU-APrVO"), taking into account the generally accepted German accounting principles promulgated by the Institute of Public Auditors in Germany (IDW). Our responsibility according to these regulations and principles is further described in the "Responsibility of the Auditor for the Audit of the Consolidated Financial Statements and Group Management Report" section of our audit certificate. We are independent of the Group companies in accordance with European legal and German commercial and professional legal regulations and have fulfilled our other German professional obligations in accordance with these requirements. In addition, we declare in accordance with Article 10 (2)f of the EU-APrVO that we have not performed any prohibited non-auditing services in accordance with Article 5 (1) of the EU-APrVO. We are of the opinion that the audit evidence we have obtained is sufficient and appropriate to

provide a basis for our audit opinion on the consolidated financial statements and the group management report.

### **Particularly Important Issues in the Audit of the Consolidated Financial Statements**

Particularly important audit issues are those matters that were the most significant in our dutiful judgment in our audit of the consolidated financial statements for the fiscal year from January 1, 2022, to December 31, 2022. These issues were taken into account in connection with our audit of the consolidated financial statements as a whole and in the formation of our audit opinion on them; we do not issue any separate audit opinion on these issues.

In our opinion, the following matters were most significant in our audit:

- Impairment of goodwill
- Impairment of deferred taxes

We have structured our presentation of these key audit matters as follows:

- Situation and problems
- Audit approach and insights
- Reference to further information

In the following, we present the audit matters of particular importance:

#### **Impairment of goodwill**

1. In the consolidated financial statements of SÜSS MicroTec SE, goodwill in the amount of EUR 18.6 million is reported under the balance sheet item "Goodwill" representing approximately 5.3% of total assets. The Company allocates goodwill to the relevant groups of cash-generating units. Goodwill is tested for impairment ("Impairment Test") by the Company annually at the reporting date or as required. The use values are compared with the carrying amounts of the corresponding group of cash-generating units. These valuations are regularly based on the present value of future cash flows of the cash-generating unit to which the respective goodwill is allocated. The valuations are based on the budgets of the individual cash-generating units, which are based on the financial plans approved by management. Discounting is performed using the weighted average cost of capital of the respective cash-generating unit. The result of this valuation is highly dependent on the estimation of future cash inflows by the legal representatives of the Company and the discount rate used, and is therefore subject to considerable uncertainty, which is why this matter is of particular importance in the context of our audit.

2. To address this risk, we critically assessed management's assumptions and estimates, including the following audit procedures:

- We have traced the methodological approach used to perform the impairment tests and assessed the determination of the weighted average cost of capital.
  - We have satisfied ourselves that the future cash inflows underlying the valuations and the discount rates used provide an appropriate overall basis for the impairment tests of the individual cash-generating units.
  - Our assessment was based, among other things, on a comparison with general and industry-specific market expectations as well as extensive explanations by management on the key value drivers of the plans and a comparison of this information with the current budgets from the planning approved by the Supervisory Board.
  - With the knowledge that even relatively small changes in the discount rate can have a material impact on the amount of the use value determined in this manner, we considered the parameters used in determining the discount rate applied, including the weighted average cost of capital ("WACC"), and followed the Company's calculation scheme.
  - We have determined that the respective goodwill and overall the carrying amounts of the relevant groups of cash-generating units are covered by the discounted future cash flows as of the reporting date.
3. The Company's disclosures on goodwill are included in note 12 to the financial statements.

### **Impairment of deferred taxes**

1. SÜSS MicroTec SE shows deferred tax assets totaling EUR 1.4 million in its consolidated financial statements under the balance sheet item "Deferred tax assets", which includes deferred tax assets due to tax loss carryforwards in the amount of EUR 930 million.

Deferred tax assets have been recognized to the extent that it is probable, based on management's assessment, that taxable profit will be available in the foreseeable future against which deductible temporary differences and unused tax losses can be used. For this purpose, forecasts of future tax results are determined, which are derived from the approved planning calculation. Deferred taxes are calculated on the basis of the tax rates applicable in future years to the extent that they have already been enacted by law or the legislative process has been substantially completed. From our point of view, these matters were of particular importance as they are highly dependent on the assessment and assumptions of the legal representatives and are subject to uncertainty.

2. To address this risk, we critically assessed management's assumptions and estimates, including the following audit procedures:



- Gaining an understanding of management's conceptualization of the deferred tax accounting process.
- Assessment of the recognition and valuation of deferred taxes.
- Assessment of the impairment, to the extent that there were insufficient deferred tax liabilities, on the basis of the tax planning prepared by the legal representatives and assessing the appropriateness of the planning basis used.

Based on our audit procedures, we were able to understand the assumptions made by management regarding the recognition and valuation of deferred taxes and satisfy ourselves as to their appropriateness.

3. The Company's disclosures on deferred taxes are included in note 8 to the financial statements.

### **Other information**

The legal representatives are responsible for other information. Other information includes:

- The Group declaration on corporate governance included in the condensed management report 2022,
- Disclosures on the non-financial Group declaration and declaration of compliance of the condensed management report 2022,
- The remaining parts of the annual report, with the exception of the audited annual financial statements, the condensed management report, and our audit certificate.
- Alternative key performance indicators of the SÜSS Group.

Our audit opinion on the consolidated financial statements and the group management report, which is combined with the management report of SÜSS MicroTec SE, do not cover the other information. Accordingly, we are issuing neither an audit opinion nor any other form of audit conclusion regarding it.

In connection with our audit, we have the responsibility to read other information and to evaluate whether the other information

- indicates material discrepancies from the consolidated financial statements, the group management report, which is combined with the management report of SÜSS MicroTec, or the insights we gained during the audit, or whether it
- otherwise appears to contain material misrepresentations.

Responsibility of the legal representatives and the Supervisory Board for the consolidated financial statements and the group management report, which is combined with the Company management report

The legal representatives are responsible for the preparation of the consolidated financial statements, which comply with IFRS, as applicable in the EU, as well as the supplementary regulations under German law according to Section 315e (1) of the German Commercial Code (HGB) in all material respects. In addition, they convey in accordance with these principles an accurate view of the net assets, financial position, and results of operations of the Group. Furthermore, the legal representatives are responsible for internal controls that they determine are necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud (i.e., fraudulent accounting manipulations and misstatements of assets) or error.

During the preparation of the consolidated financial statements, the legal representatives are responsible for assessing the ability of the Group to continue its corporate activities. Furthermore, they bear responsibility for indicating any issues in connection with the continuation of corporate activities, provided that they are relevant. In addition, they are responsible for accounting on the basis of the going concern principle, unless there is the intention to liquidate the Group or to discontinue business, or there is no realistic alternative.

The legal representatives are also responsible for the preparation of the group management report, which provides an overall accurate picture of the condition of the Group and is consistent with the consolidated financial statements in all material respects, complies with German legal regulations, and accurately presents the opportunities and risks of future development. Furthermore, the legal representatives are responsible for precautions and measures (systems) that they have deemed to be necessary in order to prepare a group management report in accordance with the applicable German legal provisions and in order to provide sufficient appropriate evidence for the statements in the management report.

The Supervisory Board is responsible for overseeing the Group's financial reporting process for the preparation of the consolidated financial statements and the Group management report, which is combined with the management report of SÜSS Micro-Tec SE.

Auditor's responsibility for the audit of the consolidated financial statements and the group management report, which is combined with the management report of the Company

Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misrepresentations, whether due to fraud or error, and whether the group management report as a whole provides a suitable view of the Group's position and is consistent, in all material respects, with the consolidated financial statements and the audit findings, complies with German legal requirements, and suitably presents the opportunities and risks of future development, and to issue an auditor's report that includes our audit opinion on the consolidated financial statements and the group management report.

Reasonable assurance is a high degree of assurance, but no guarantee that an audit performed in accordance with Section 317 of the HGB and the EU-APrVO, taking into account the generally accepted German accounting principles promulgated by the Institute of Public Auditors in Germany (IDW), uncovers every material misrepresentation. Misrepresentations may result from fraud or error and are considered material if, individually or collectively, they could reasonably be expected to influence the economic decisions of the addressees taken on the basis of these consolidated financial statements and the group management report, which is combined with the management report of SÜSS MicroTec SE.

During the audit, we exercise professional judgment and maintain an attitude of professional skepticism. In addition, we do the following:

- Identify and assess the risks of material misrepresentations, due to fraud or error, of the consolidated financial statements and the group management report, which is combined with the management report of SÜSS MicroTec SE, plan and perform audit procedures in response to those risks, and obtain audit evidence that is sufficient and appropriate to serve as a basis for our audit opinion. The risk that material misrepresentations resulting from fraudulent activities will not be uncovered is higher than the risk that material misrepresentations resulting from errors will not be uncovered, as fraudulent activities may involve collusion, forgery, intentional omissions, misleading representations, or the bypassing of internal controls.
- Gain an understanding of internal control relevant to the audit of the consolidated financial statements and of the arrangements and actions relevant to the audit of the group management report, which is combined with the management report of SÜSS MicroTec SE, in order to plan audit procedures that are appropriate under the given circumstances, but not for the purpose of issuing an audit opinion on the effective-ness of these systems.
- Assess the appropriateness of the accounting methods applied by the legal representatives as well as the validity of the estimates presented by the legal representatives and the related information.
- Draw conclusions regarding the appropriateness of the going concern accounting principle applied by the legal representatives as well as, on the basis of the audit evidence obtained, whether a material uncertainty exists in connection with events or circumstances that could cast meaningful doubt on the Group's ability to remain a going concern. If we conclude that a material uncertainty exists, we are obligated to call attention to the related information in the consolidated financial statements and the group management report or, if this information is inappropriate, to modify our respective audit opinion. We draw our conclusions based on the audit evidence obtained by the date of our audit certificate. However, future events or circumstances may prevent the Group from continuing its corporate activities.

- Assess the presentation, the structure, and the contents of the consolidated financial statements as a whole, including both information and whether the consolidated financial statements present the underlying business transactions and events in such a way that the consolidated financial statements convey a picture of the Group's net assets, financial position and results of operations, taking into account IFRS, as applicable in the EU, and supplementary regulations under German law according to Section 315e (1) of the HGB.
- Obtain sufficient appropriate audit evidence for the accounting information of the companies or the business activities within the Group in order to issue audit opinions on the consolidated financial statements and the group management report. We are responsible for directing, monitoring, and executing the audit of the consolidated financial statements. We bear sole responsibility for our audit opinion.
- Assess the consistency of the group management report, which is combined with the management report of SÜSS MicroTec SE, with the consolidated financial statements, its legal compliance with the consolidated financial statements, and the picture it conveys of the Group's condition.
- Carry out audit procedures on the forward-looking statements presented by the legal representatives in the group management report, which is combined with the management report of SÜSS MicroTec SE. Based on sufficient appropriate audit evidence, we reproduce in particular the significant assumptions underlying the forward-looking statements of the legal representatives and assess the proper derivation of the forward-looking statements from these assumptions. We do not issue an independent audit opinion on the forward-looking statements and the underlying assumptions. A substantial unavoidable risk exists that future events may deviate significantly from the forward-looking statements.

We discuss with those responsible for oversight the planned scope and scheduling of the audit as well as significant audit findings, including potential flaws in the internal control system that we identify during our audit, among other issues.

We issue a declaration to those responsible for oversight that we have complied with the relevant independence requirements and discuss with them all relationships and other issues that can reasonably be assumed to affect our independence, and, where relevant, the actions taken or safeguards implemented to address the threats to our independence.

Of the issues that we have discussed with those responsible for oversight, we determine those issues that were most meaningful in the audit of the consolidated financial statements for the current reporting period and therefore constitute particularly important audit issues. We describe these issues in the audit certificate unless laws or other legal provisions preclude public disclosure of the issue.

## **OTHER LEGAL AND STATUTORY REQUIREMENTS**

Report on the audit of the electronic reproductions, prepared for disclosure purposes, of the consolidated financial statements and the group management report, which is combined with the management report of the Company, in accordance with Section 317 (3a) of the German Commercial Code (HGB)

### **Audit opinion**

In accordance with Section 317 (3a) of the German Commercial Code (HGB), we have performed an audit with reasonable assurance to determine whether the reproductions of the consolidated financial statements and the group management report, which is combined with the management report of SÜSS MicroTec SE, contained in the file named 529900C3KRUTSYDK7N87-2022-12-31-de-5.zip and prepared for the purpose of disclosure (hereinafter also referred to as the “ESEF documents”) comply in all material respects with the requirements of Section 328 (1) HGB on the electronic reporting format (“ESEF format”). In accordance with German legal requirements, this audit extends only to the transfer of the information contained in the group management report, which is combined with the management report of SÜSS MicroTec SE, to the ESEF format. It therefore does not extend to the information contained in this representation or to other information contained in the aforementioned file.

In our opinion, the representations of the consolidated financial statements and the group management report, which is combined with the management report of SÜSS MicroTec SE, contained in the above-mentioned provided file and prepared for the purpose of disclosure comply in all material respects with the requirements of section 328 (1) HGB for the electronic reporting format. We express no opinion on the information contained in this representation, nor on any other information contained in the afore-mentioned file beyond this audit opinion and our audit opinions on the accompanying consolidated financial statements and the accompanying group management report, which is combined with the management report of SÜSS MicroTec SE, for the fiscal year from January 1, 2022 to December 31, 2022, contained in the preceding “Report on the audit of the consolidated financial statements and the condensed management report.”

### **Basis for the audit opinion**

We conducted our audit of the representations of the consolidated financial statements and the group management report, which is combined with the management report of SÜSS MicroTec SE, contained in the above-mentioned provided file, in accordance with Section 317 (3a) HGB and IDW Auditing Standard: Audit of Electronic Reproductions of Financial Statements and Management Reports Prepared for the Purposes of Disclosure pursuant to Section 317 (3a) HGB (IDW PS 410). Our responsibility according to these regulations is further described

in the section "Responsibility of the Auditor for the Audit of the ESEF Documents." Our auditing firm applied the IDW's quality assurance system requirements in accordance with its quality assurance standards. These concern the requirements for quality assurance at auditing firms (IDW QS 1).

### **Responsibility of the Legal Representatives and the Supervisory Board for the ESEF documents**

The legal representatives of the Company are responsible for creating the ESEF documents including the electronic reproduction of the consolidated financial statements and the group management report, which is combined with the management report of SÜSS MicroTec SE, in accordance with Section 328 (1)(4)(1) HGB and for the certification of the consolidated financial statements in accordance with Section 328 (1)(4)(2) HGB.

In addition, the legal representatives are responsible for the internal controls they consider necessary to enable the preparation of ESEF documents that are free from material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB for the electronic reporting format.

The Supervisory Board is responsible for overseeing the process of preparation of the ESEF documents as part of the financial reporting process.

### **Responsibility of the auditor for the audit of the ESEF documents**

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB. During the audit, we exercise professional judgment and maintain an attitude of professional skepticism. We also

- identify and assess the risks of material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB, plan and carry out audit procedures in response to these risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinion.
- obtain an understanding of internal control relevant to auditing the ESEF documents in order to plan audit procedures that are appropriate in the circumstances, but not for the purpose of issuing an audit opinion on the effectiveness of these controls.
- evaluate the technical validity of the ESEF documents; that is, whether the attached file containing the ESEF documents meets the requirements of Delegated Regulation (EU) 2019/815 on the technical specification for this electronic file.

- evaluate whether the ESEF documents enable an XHTML reproduction with content equivalent to the audited consolidated financial statements and the audited group management report, which is combined with the management report of SÜSS MicroTec SE.
- evaluate the technical validity of the ESEF documents; that is, whether the attached file containing the ESEF documents meets the requirements of Delegated Regulation (EU) 2019/815 on the technical specification for this electronic file.

Other disclosures according to Article 10 EU-APrVO

We were chosen as auditors of the consolidated financial statements by the Shareholders' Meeting on May 31, 2022. We were commissioned by the Supervisory Board on September 14, 2022. The audit of SÜSS MicroTec SE is an initial audit.

We declare that the audit opinion contained in this audit certificate is consistent with the supplemental report to the Audit Committee according to Article 11 of the EU-APrVO

(audit report).

## **OTHER MATTERS – USE OF THE AUDIT CERTIFICATE**

Our audit certificate should always be read in conjunction with the audited consolidated financial statements and the audited group management report as well as the audited ESEF documents. The consolidated financial statements and the group management report converted into the ESEF format – including the versions to be entered in the companies register – are merely electronic reproductions of the audited consolidated financial statements and the audited group management report and do not replace these documents. In particular, the ESEF certificate and our audit opinion contained therein can only be used in conjunction with the audited ESEF documentation provided in electronic form.

## **RESPONSIBLE AUDITOR**

The auditor Tibor Abel is responsible for the audit.

Munich, March 30, 2023

Baker Tilly GmbH & Co. KG

Auditing firm

(Düsseldorf)

Dr. Herder

Abel

Auditor

Auditor

**9. Resolution on the amendment of the remuneration of the Supervisory Board and the corresponding amendment to the articles of incorporation.**

The compensation system of the Supervisory Board last resolved by the Annual Shareholders' Meeting of SÜSS MicroTec SE on May 31, 2022 provides in Section 20 (4) sentence 1 of the Articles of Association that the compensation for the benefit of the members of the Supervisory Board pursuant to Section 20 (1) and (2) of the Articles of Association shall be payable after the end of the Annual Shareholders' Meeting which decides on the discharge of the Supervisory Board for the respective past fiscal year. By introducing quarterly payments, the compensation is to correlate more closely with the respective period of activity.

The Executive Board and Supervisory Board therefore propose that the following resolution be adopted:

1. section 20 (4) sentence 1 of the Articles of Association of the Company shall be reworded as follows:

"The remuneration pursuant to paragraphs 1 and 2 shall be payable quarterly in arrears."

2. the amendment to the Articles of Association referred to under item 1 of this agenda item shall replace the current rules on compensation for members of the Supervisory Board from the date on which it takes effect and shall apply with effect from January 1, 2022.

**10. Resolution on an amendment to Section 22 of the articles of incorporation to include a new paragraph (4) to enable virtual Shareholders' Meetings in the future**

Section 118a of the German Stock Corporation Law (AktG), which was newly introduced by the Act on the Introduction of Virtual Shareholders' Meetings of Stock Corporations and the Amendment of Cooperative and Insolvency and Restructuring Law Provisions of July 20, 2022, (BGBl. I 2022, p. 1166) makes it possible to provide in the articles of incorporation for the Shareholders' Meeting to be held without the physical presence of the shareholders or their proxies at the location of the Shareholders' Meeting (so-called virtual Shareholders' Meeting). The articles of incorporation may also authorize the Management Board to provide for the holding of a virtual Shareholders' Meeting. A corresponding provision in the articles of incorporation must be limited in time, with a maximum period of five



years from the date of entry of the corresponding amendment to the articles of incorporation in the Company's Commercial Register.

The Management Board and the Supervisory Board are of the opinion that the virtual Shareholders' Meeting format as such has proven its worth in recent years and that the option of holding Shareholders' Meetings virtually should be retained in the future. The virtual Shareholders' Meeting in the format provided for by the corresponding new provisions in the Stock Corporation Act adequately safeguards the rights of shareholders and provides for direct interaction between shareholders and management during the meeting via video communication and electronic communication channels.

However, it seems sensible not to stipulate directly in the articles of incorporation that a virtual Shareholders' Meeting is to be held but to authorize the Management Board to decide in advance of each Shareholders' Meeting whether the meeting is to be held as a virtual meeting or as an in-presence meeting.

In making its respective decision, the Management Board will carefully consider which format for holding the Shareholders' Meeting is in the well-understood interests of the Company and its shareholders. In doing so, it will also take into account that there may be Shareholders' Meetings with agenda points where the personal presence of shareholders and their proxies may be more appropriate than a virtual format. If the Management Board decides to hold a virtual Shareholders' Meeting and in doing so also makes use of the option of shifting part of the right to ask questions to the run-up to the meeting, it will ensure, within the framework of the statutory requirements, that the right to ask questions is not unreasonably restricted either in the run-up to the meeting or at the Shareholders' Meeting.

The Management Board and Supervisory Board propose to the Shareholders' Meeting that the following paragraph (4) be added to Section 22 of the articles of incorporation:

"(4) The Management Board is authorized for a period of two years after registration of the amendment to the Articles of Association to include this paragraph (4), resolved by the Annual General Meeting on May 31, 2023, in the commercial register of the Company to provide for the meeting to be held without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting). If a virtual General Stockholders' Meeting is held, the legal requirements provided for this must be complied with."

**11. Resolution on an amendment to Section 25 of the articles of incorporation to include a new paragraph (6) to enable members of the Supervisory Board to participate in Shareholders' Meetings by means of video and audio transmission**

In principle, the members of the Supervisory Board attend the Shareholders' Meeting in person. However, pursuant to Section 118 (3)(2) of the German Stock Corporation Law (AktG), the articles of incorporation may provide for certain cases in which members of the Supervisory Board may participate in the Shareholders' Meeting by means of video and audio transmission.

Use is to be made of this option in order to enable participation even in situations in which physical presence at the location of the Shareholders' Meeting would not be possible or would be possible only at considerable expense or if the Shareholders' Meeting is held as a virtual Shareholders' Meeting.

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

The Management Board and Supervisory Board propose to the Shareholders' Meeting that the following paragraph (6) be added to Section 25 of the articles of incorporation:

“(6) The members of the Management Board and the Supervisory Board shall attend the Shareholders' Meeting in person. Members of the Supervisory Board shall be permitted to participate in the Shareholders' Meeting by means of video and audio transmission in cases where their physical presence at the location of the Shareholders' Meeting would not be possible or would be possible only at considerable expense due to legal restrictions, for health reasons, due to their residence abroad or due to an unreasonable travel time, or if the Shareholders' Meeting is held as a virtual Shareholders' Meeting without the physical presence of the shareholders or their proxies at the location of the Shareholders' Meeting.”

**Equity Capital and Voting Rights**

At the time the Shareholders' Meeting is convened, the equity capital of the Company will be divided into 19,115,538 no-par value registered shares, of which each share confers one vote. Thus, the total number of voting rights is 19,115,538. The Company does not have any treasury shares at the time the meeting is being convened.

**Prerequisites for Participation in the Shareholders' Meeting and the Exercise of Voting Rights**

In accordance with Section 23 of the articles of incorporation, only those shareholders whose names are entered into the register of shareholders and have registered on time are entitled to attend the Shareholders' Meeting and exercise their voting rights. The registration must be

received at the following address or email address at least six days before the Shareholders' Meeting, i.e. no later than midnight on May 24, 2023 (CEST):

SÜSS MicroTec SE  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich, Germany  
Email address: [suss@better-orange.de](mailto:suss@better-orange.de)

To facilitate registration, shareholders will be sent a registration form together with the invitation and upon request. Registrations that — for whatever reason — are received at the above address after midnight on May 24, 2023, (CEST) can unfortunately no longer be considered for legal reasons.

A shareholder in relation to the Company is only someone who is entered as such in the register of shareholders. Accordingly, the right to participate in the Shareholders' Meeting and exercise voting rights is determined by the registration status of the share register on the day of the Shareholders' Meeting. For technical reasons, however, no deletions or entries will be made in the share register on the day of the Shareholders' Meeting and in the last six days before the day of the Shareholders' Meeting, i.e. from midnight on May 24, 2023, (CEST) until (including) May 31, 2023, (a so-called transfer stop). Therefore, the current state of the share registry on the date of the Shareholders' Meeting corresponds to the state on the registration deadline of midnight on May 24, 2023, (CEST). Trading in shares is not restricted by the transfer stop. The shares are not blocked.

Intermediaries, shareholder associations, and voting rights representatives as well as equivalent persons in accordance with Section 135 (8) AktG may not exercise voting rights on the sole basis of an authorization for shares that do not belong to them but for which they are entered in the share registry as their owners. Section 135 AktG governs the relevant details.

Admission tickets will be sent to shareholders who have registered properly. Admission tickets are not required in order to participate in the Shareholders' Meeting or to exercise voting rights but are merely an organizational aid. Shareholders whose names are entered into the register of shareholders and have registered properly prior to the Shareholders' Meeting are entitled to attend and exercise their voting rights even without an admission ticket.

### **Procedure for Casting Votes by Proxy**

Shareholders can also have their voting right exercised at the Shareholders' Meeting through a proxy, e.g., an intermediary, a shareholders' association, or another person of their choice.

Even if proxy authorization is granted, entry in the register of shareholders and timely registration are required according to the provisions described above. If the shareholder authorizes more than one person, the Company is entitled in accordance with Section 134 (3)(2) of the German Stock Corporation Law (AktG) to refuse one or more of them.

The granting, revocation, and proof of authorization must be submitted in writing to the Company (Section 126b of the German Civil Code [BGB]) if neither an intermediary nor a shareholders' association nor other equivalent persons in accordance with Section 135 (8) AktG are authorized. Shareholders' associations, proxy advisers and other persons treated as equivalent pursuant to Section 135 (8) AktG may provide for different rules for their own authorization. Section 135 of the German Stock Corporation Law (AktG) provides, among other things, that the authorization be granted to a specific proxy and be verifiably recorded by the proxy. The declaration of authorization must also be complete and may include only statements related to the exercise of voting rights. Shareholders who wish to authorize an intermediary, a shareholder association, a voting rights representative, or an equivalent person in accordance with Section 135 (8) are therefore requested to coordinate with the proxy about the procedure for granting authorization and the possibly required form of authorization in a timely manner.

The authorization may be declared to the proxy or the Company. A form that can be used for granting authorization is sent to the shareholders together with the invitation to the Shareholders' Meeting. The respective forms can be downloaded under:

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

If authorization is granted through declaration to the proxy, the Company requires proof of proxy authorization.

Proof of proxy authorization can also be sent to the Company by email to the following email address:

suss@better-orange.de

### **Proxy Voting by Voting Rights Representatives of the Company That are Bound to Instructions**

In addition, we offer our shareholders or their proxies the option of authorizing a voting rights representative bound to instructions and appointed by the Company to exercise voting rights. Even in this case, entry in the register of shareholders and timely registration are required according to the provisions described above.

A form that can be used for granting proxy authorization and issuing instructions to the voting rights representatives is sent to the shareholders together with the invitation to the Shareholders' Meeting. It is also available on the Company's website at

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

For proxy authorization of voting rights representatives appointed by the Company, these must in any case be issued instructions for the exercise of the voting rights. The voting rights representatives are obligated to vote in accordance with the instructions issued to them. The voting rights representatives appointed by the Company do not accept any authorizations to raise objections to resolutions of the Shareholders' Meeting, to exercise the right to ask questions, or to submit motions.

If an individual vote is to be held on an agenda item without its having been announced prior to the Shareholders' Meeting, a general instruction regarding this agenda item also applies as a corresponding instruction for each specific item of the individual vote.

#### **Requests for Additions to the Agenda Pursuant to Section 122 (2) of the German Stock Corporation Law (AktG)**

Pursuant to Section 122 (2) of the German Stock Corporation Law (AktG), shareholders whose shares jointly represent one-twentieth of the equity capital or a pro rata amount of EUR 500,000.00 may request that certain items be included in the agenda and published. This quorum is required in accordance with Art. 56 (3) of the SE-VO in connection with Section 50 (2) SEAG for requests for additions by shareholders of a European company (SE). Each new item must be accompanied by supporting information or a formal resolution proposal. Such a request must reach the Management Board of SÜSS MicroTec SE in writing at least 30 days prior to the Shareholders' Meeting (whereby the day of the Shareholders' Meeting and the day of arrival are not included), thus at the latest at midnight on April 30, 2023, (CEST) at the following address.

SÜSS MicroTec SE  
Management Board  
Schleißheimer Straße 90  
85748 Garching, Germany

Additions to the agenda – to the extent that they have not already been announced upon the meeting's convention – are to be announced immediately upon receipt of the request in the Federal Gazette. They will also be announced on the Company's website at <http://www.suss.com/de/investor-relations/hauptversammlung> and conveyed to the shareholders.

## **Orders and Nominations by Shareholders in Accordance with Sections 126, 127 AktG**

In accordance with Section 126 (1) of the German Stock Corporation Law (AktG), every shareholder of the Company is entitled to submit counter-motions against a proposal of the Management Board and/or the Supervisory Board regarding a particular agenda item. In accordance with the more detailed specifications of Section 126 (1) and (2) of the German Stock Corporation Law (AktG), counter-motions (along with any supporting information) are to be made available if they reach the Company at the address stated below at least 14 days prior to the Shareholders' Meeting, thus at the latest at midnight on May 16, 2023, (CEST).

Each shareholder may also make a proposal for the election of the auditor and/or the election of Supervisory Board members (if this is an item on the agenda) in accordance with Section 127 AktG. In addition to the reasons specified in Section 126 (2) of the German Stock Corporation Law (AktG), the Management Board does not need to make a nomination available if the nomination does not include the name, profession, and residence of the candidate.

In accordance with the more detailed specifications of Sections 127, 126 (1) and (2) of the German Stock Corporation Law (AktG), nominations are to be made available if they reach the Company at the address stated below at least 14 days prior to the Shareholders' Meeting, thus at the latest at midnight on May 16, 2023, (CEST).

Shareholder motions and nominations should be sent exclusively to the following address:

SÜSS MicroTec SE  
Investor Relations  
Schleißheimer Straße 90  
85748 Garching, Germany

email address: [ir@suss.com](mailto:ir@suss.com)

Motions and nominations addressed otherwise will not be considered.

Subject to Section 126 (2) and (3) of the German Stock Corporation Law (AktG), counter-motions (along with any justification) and nominations by shareholders to be made available are published, including the name of the shareholder and any possible relevant opinion of the management, on the Company's website at <http://www.suss.com/de/investor-relations/hauptversammlung>.

The right of each shareholder to submit motions and nominations regarding various agenda items during the Shareholders' Meeting even without prior notification of the Company is unaffected.

## **Right to Information in Accordance with Section 131 (1) of the German Stock Corporation Law (AktG)**

Every shareholder may request information at the Shareholders' Meeting from the Management Board regarding the Company's affairs provided that such information is necessary for a reasonable assessment of any of the items on the agenda. The right to information also extends to the legal and business relationships of the Company with affiliates as well as to the situation of the Group and the companies included in the consolidated financial statements. Under certain conditions elaborated upon in Section 131 (3) of the German Stock Corporation Law (AktG), the Management Board may refuse to provide the information.

More detailed information about rights in accordance with Art. 56 (2) and (3) SE-VO, Section 50 (2) SEAG, Sections 122 (2), 126 (1), 127, and 131 (1) of the German Stock Corporation Law (AktG) is available to shareholders at <http://www.suss.com/de/investor-relations/hauptversammlung>.

### **Notes on Data Protection for Shareholders and Shareholder Representatives**

As a "controller" within the meaning of Art. 4 (7) of the German General Data Protection Regulation (DS-GVO), SÜSS MicroTec SE, in order to prepare for and conduct its Shareholders' Meeting, processes the personal data of shareholders and possible shareholder representatives (particularly the name, address, date of birth, email address, number of shares, stock categories, type of share ownership, admission ticket number, share certificate number, and the issue of proxy voting authorization) based on the data protection regulations applicable in Germany. This enables shareholders and shareholder representatives to exercise their rights during the Shareholders' Meeting and to ensure that negotiations and resolutions of the Shareholders' Meeting proceed in accordance with the law and the articles of incorporation. If SÜSS MicroTec SE does not receive this data from the shareholders and/or possible shareholder representatives, their custodian bank transmits this personal data to SÜSS MicroTec SE.

The processing of the personal data of shareholders and possible shareholder representatives is absolutely necessary for their participation in the Shareholders' Meeting. The legal basis for the processing is Art. 6 (1)(1) lit. (c) of the DS-GVO in conjunction with Sections 67, 123, 129, 135 of the German Stock Corporation Law (AktG).

SÜSS MicroTec SE enlists various service providers and consultants in order to organize the Shareholders' Meeting. They receive only the personal data that is necessary to carry out their respective contracts. The service providers and consultants process this data exclusively in accordance with the instructions of SÜSS MicroTec SE. In addition, personal data is provided to shareholders and possible shareholder representatives in accordance with legal provisions (e.g., inspection of the list of participants, see Section 129 (4) AktG).

Personal data is stored as long as this is legally allowed or the Company has a legitimate interest in its storage, for instance in the event of legal or extralegal disputes resulting from the Shareholders' Meeting. Personal data will subsequently be deleted.

Under the statutory requirements, the validity of which must be reviewed on a case-by-case basis, shareholders and possible shareholder representatives have the right to request information regarding the processing of their personal data, the correction or deletion of their personal data or the restriction of its processing, as well as to obtain their personal data in a structured, standard, and machine-readable format (data portability). Under the statutory requirements, the validity of which must be reviewed on a case-by-case basis, shareholders and possible shareholder representatives also have the right to object to the processing of their personal data.

Shareholders and possible shareholder representatives can claim these rights by contacting the following parties at SÜSS MicroTec SE:

SÜSS MicroTec SE  
Investor Relations  
Schleißheimer Straße 90  
85748 Garching, Germany

email address: [ir@suss.com](mailto:ir@suss.com)

In addition, shareholders and any shareholder representatives have a right to lodge a complaint with the data protection oversight authority in accordance with Art. 77 GDPR.

The official data protection officer of SÜSS MicroTec SE can be reached as follows:

Dr. Sebastian Kraska  
IITR GmbH  
Marienplatz 2  
80331 Munich, Germany  
Phone: +49 89 189 173 60  
Email: [email@iitr.de](mailto:email@iitr.de)

Garching, Germany, in April 2023

SÜSS MicroTec SE  
The Management Board