

## **Information on the Rights of Shareholders in Accordance with Sections 122 (2), 126 (1), 127, 131 (1) AktG**

### **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.

The provisions of the German Stock Corporation Act (AktG) on which these shareholder rights are based read as follows:

#### *Art. 56 of the SE Regulation (SE-VO):*

The addition of one or more items to the agenda for a general meeting can be requested by one or more shareholders, provided their share of the subscribed capital amounts to at least 10 %. The procedures and deadlines for this application shall be defined in accordance with the national law of the country of domicile of the SE or, if no such provisions exist, in accordance with the articles of incorporation of the SE. The articles of incorporation or the law of the

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country of domicile may provide for a lower percentage, subject to the same requirements that apply for stock corporations.

*Art. 50 (2) of the German SE Implementation Act (SE-AG) states:*

**Section 50 Convocation and Additions to the Agenda at the Request of a Minority**

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- (2) The addition of one or more items to the agenda for a general meeting can be requested by one or more stockholders, provided their share of the subscribed capital amounts to at least 5 percent of the equity capital or a pro rata amount of EUR 500,000.

**Section 122 AktG Convocation at the Request of a Minority**

- (1) The general meeting is to be convened wherever stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the equity capital demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. The articles of incorporation may provide that the right to request a general meeting shall require a different form and the holding of a lesser portion of the equity capital. The petitioners are to submit proof that they have been holders of the shares of stock since at least ninety (90) days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. Section 121 (7) shall apply mutatis mutandis.
- (2) In the same manner, stockholders whose stocks total one-twentieth of the equity capital or a pro rata amount of EUR 500,000 may request that items be placed on the agenda and announced. Each new item must be accompanied by supporting information or a formal resolution proposal. The demand in the sense of the first sentence must be received by the Company at the latest twenty-four (24) days (thirty (30) in the case of listed companies) prior to the general meeting; the date of its receipt shall not be included in calculating the period.
- (3) Where the demand is not complied with, the court may grant authority to the stockholders who have raised the demand to convene the general meeting or to publish by notice the item of business. Concurrently, the court may determine the chairman of the general meeting. The invitation convening the general meeting or the notice must indicate the authorization by the court. A complaint may permissibly be lodged against the decision taken. The claimants must prove that they will hold the shares until the court has reached a decision.

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- (4) The company shall bear the costs of the general meeting and in the case governed by subsection (3) also the court costs if the court has granted the petition.

*Section 124 AktG Announcement of Requests for Additions; Proposals for Resolutions (excerpt)*

- (1) Where the minority pursuant to section 122 (2) has demanded that items of business be set out in the agenda, said items of business are to be published by notice either together with the invitation convening the general meeting or, if that is not the case, without undue delay after the demand has been received. Section 121 (4) shall apply mutatis mutandis; moreover, in the case of companies listed on the stock exchange, Section 121 (4a) shall apply mutatis mutandis. The notice is to be published and forwarded in the same way as the invitation convening the general meeting.

*Section 121 AktG General Information (excerpt)*

- (1) Notice of the invitation convening the general meeting is to be given in the company's publications of record. Where the stockholders of the company are known by name, the general meeting may be convened by registered letter unless stipulated otherwise in the articles of incorporation; the date on which the invitation is posted shall be deemed the date of the notice. It is sufficient to notify the stockholders registered in the register of stockholders.
- (2) In the case of companies listed on the stock exchange that have not issued exclusively registered shares of stock or that do not directly send the invitation convening the general meeting to the stockholders pursuant to (4)(2), the invitation convening the general meeting is to be forwarded, at the latest as per the time of the notice, to such media for publication regarding which it can be assumed that they will disseminate the information in the entire European Union.
- (3) In the case of deadlines and dates calculated back from the meeting, the day of the meeting shall not be included. A transfer from a Sunday, a Saturday, or a public holiday to a preceding or following working day is not possible. Sections 187 to 193 of the German Civil Code shall not apply mutatis mutandis. In the case of unlisted companies, the articles of incorporation may stipulate a different calculation period.

*Section 70 AktG Calculation of Stock Ownership Period*

If the exercise of rights arising from the share is dependent on the shareholder having been the holder of the share for a certain period of time, a claim for transfer of ownership against a credit institution, financial services institution, investment firm or an enterprise operating in accordance with Section 53 (1)(1) or Section 53b (1)(1) or (7) of the German Banking Act (KWG) shall be equivalent to ownership. The period of ownership of a predecessor in title shall

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be attributed to the shareholder if they acquired the share free of charge, from their trustee, as a universal successor, in the event of the dissolution of a community, or in the event of a portfolio transfer pursuant to Section 13 of the German Insurance Supervision Act (VAG) or Section 14 of the German Building Loan Association Act (BauSparkG).

### **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 stockholder 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

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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.

The provisions of the German Stock Corporation Law underlying these shareholder rights that set out the prerequisites for abstaining from the publication of counter-motions and nominations, read as follows:

*Section 126 AktG Stockholder Motions (Excerpt)*

- (1) Motions by stockholders are to be made accessible to the beneficiaries set out in section 125 subsections (1) to (3), subject to the pre-requisites listed therein, including the name of the stockholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the stockholder has sent, at the latest fourteen (14) days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. The date of receipt shall not be counted. In the case of companies listed on the stock exchange, the counter-motion shall be made accessible via the company's website. Section 125 (3) shall apply mutatis mutandis.
- (2) A counter-motion and the reasons for which it is being made need not be made accessible:
  1. Inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;
  2. If the counter-motion were to result in the Shareholders' Meeting adopting a resolution that is in violation of the law or of the articles of incorporation;
  3. If the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting;
  4. If a counter-motion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to Section 125 for a Shareholders' Meeting of the Company;
  5. If the same counter-motion of the stockholder, citing essentially the same reasons, has been made accessible pursuant to section 125 in the past five (5) years to at least two (2) general meetings of the company, and if less than one twentieth of the equity capital represented voted for this counter-motion at the general meeting;

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6. If the shareholder indicates that he will not attend the general meeting and will not have a proxy represent him;
  7. If, in the past two (2) years at two (2) general meetings, the shareholder has failed to propose or to have proposed a counter-motion regarding which he has informed the company.

The reasons need not be made accessible if they amount to more than 5,000 characters in total.

- (3) Where several stockholders propose counter-motions regarding one and the same business to be resolved upon, the management board may combine the counter-motions and the reasons specified for them.

#### *Section 127 (1) to (3) AktG Stockholder Nominations*

Section 126 shall apply mutatis mutandis to nominations by stockholders of candidates for the supervisory board or for auditors of the annual accounts. No reasons need be specified for the nomination. The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to Section 124 (3)(4) and Section 125 (1)(5).

#### *Section 124 AktG Announcement of Requests for Additions; Proposals for Resolutions (excerpt)*

- (3) ... The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised, and places of residence. ...

#### *Section 125 AktG Notices for Stockholders and Supervisory Board Members (Excerpt)*

- (1) ... In the case of companies listed on the stock exchange, information on the candidates' membership in other supervisory boards mandated by the law is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad should be attached.

#### *Section 137 AktG Voting on Nominations by Stockholders*

If a shareholder has made a nomination for the election of Supervisory Board members pursuant to Section 127 and proposes at the Shareholders' Meeting the election of the person that he has proposed, a resolution on his proposal shall be passed before the proposal of the Supervisory Board if requested by a minority of stockholders whose shares jointly amount to one tenth of the represented equity capital.

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## **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.

The regulations of the German Stock Corporation Law underlying these shareholder rights that also specify under which conditions the Management Board may decline to answer questions, read as follows:

### *Section 131 AktG Stockholders' Right to Information (Excerpt)*

- (1) Every stockholder may request information at the general meeting from the management board regarding the company's affairs provided that such information is necessary for a reasonable assessment of the items on the agenda. The duty to provide information also extends to the company's legal and business relationships with an affiliated company. If a company makes use of the simplifications pursuant to Section 266 (1)(3), Section 276 or Section 288 of the German Commercial Code, every stockholder may demand that the annual financial statements be presented to them at the general meeting on the annual financial statements in the form that would have been used if these simplifications had not been made. The duty of the management board of a parent company to provide information (Section 290 (1), (2) of the German Commercial Code) at the general meeting at which the consolidated financial statements and group management report are presented also extends to the consolidated group's situation and the affiliated enterprises included in the consolidated financial statements.
- (1a) – (1f) ...*(virtual general meeting)*
- (2) This information shall comply with the principles of conscientious and faithful accounting. The articles of incorporation or the company bylaws pursuant to Section 129 may authorize the chairman of the meeting to reasonably limit a shareholder's time to speak and ask questions and may provide relevant details in this respect.
- (3) The management board may refuse to provide information.
  1. insofar as the provision of the information is likely, according to reasonable business judgment, to cause the company or an affiliated company a not inconsiderable disadvantage;

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2. insofar as it relates to tax valuations or the amount of individual taxes;
  3. on the difference between the value at which items have been recognized in the annual balance sheet and a higher value of such items, unless the general meeting adopts the annual financial statements;
  4. on the accounting and valuation methods, insofar as the disclosure of these methods in the notes is sufficient to provide a true and fair view of the net assets, financial position, and results of operations of the company within the meaning of Section 264 (2) of the German Commercial Code; this shall not apply if the general meeting adopts the annual financial statements;
  5. insofar as the management board would render itself liable to prosecution by providing the information;
  6. insofar as, in the case of a credit institution, a financial services institution, or an investment firm, disclosures need not be made in the annual financial statements, management report, consolidated financial statements, or Group management report regarding the accounting and valuation methods applied and offsetting made;
  7. insofar as the information is continuously accessible on the company's website for at least seven days prior to the beginning of and during the general meeting.

Information may not be withheld for other reasons.

- (4) If a stockholder has been provided with information outside the general meeting due to their status as a stockholder, such information shall be provided to any other stockholder upon request at the general meeting, even if it is not necessary for a reasonable assessment of the items on the agenda. In the case of a virtual Shareholders' Meeting, every stockholder who is electronically connected to the meeting must be able to submit their request in accordance with Sentence 1 via electronic communications. The management board may not refuse to provide information pursuant to paragraph (3)(1)(1) to (4). Sentences (1) to (3) shall not apply if a subsidiary (Section 290 (1), (2) of the German Commercial Code), a joint venture (Section 310 (1) of the German Commercial Code), or an associated company (Section 311 (1) of the German Commercial Code) provides the information to a parent company (Section 290 (1), (2) of the German Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.
- (5) If a stockholder is refused information, they may request that their question and the reason for which the information was refused be recorded in the minutes of the meeting. In the case of a virtual Shareholders' Meeting, every stockholder who is electronically connected to the meeting must be able to submit his or her request in accordance with sentence 1 via electronic communications.



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Garching, Germany, in April 2023

SÜSS MicroTec SE

The Management Board