REMUNERATION OF THE MANAGEMENT BOARD

The following Remuneration Report pursuant to Section 162 of the German Stock Corporation Act (AktG) presents and explains the granted and owed compensation of the current and former members of the Management Board and Supervisory Board of SUSS MicroTec SE (also referred to as “SUSS MicroTec” or “the Company” in the following) in the 2021 fiscal year. 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 Remuneration in 2021

On February 4, 2021, the Supervisory Board of the Company resolved the remuneration system for the members of the Management Board of the Company as presented below. The system will apply retroactively from January 1, 2021. This remuneration system takes into account both the amended (stock corporation) statutory provisions on Management Board remuneration under the German Act on Implementing the Second Shareholders’ Rights Directive (ARUG II) and the recommendations of the German Corporate Governance Code as amended on December 16, 2019, and published in the Federal Gazette on March 20, 2020 (GCGC 2020). The remuneration system approved by the Shareholders’ Meeting on June 16, 2021, with a majority of 59.99% of the votes cast was decisive for the remuneration granted and owed to the incumbent members of the Management Board in the 2021 fiscal year.

In the reporting year, there were no deviations from the Management Board remuneration system described below.

Procedures for Determining, Implementing, and Reviewing the Remuneration System in the 2021 Fiscal Year

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.

Based on the system approved by the Shareholders’ Meeting, the Supervisory Board determines the specific target total remuneration for each Management Board Member in accordance with Section 87 (1) of the German Stock Corporation Law (AktG). In addition, the Supervisory Board defines the specific performance criteria for the sustainability target on an annual basis and sets the target values for the short and long-term performance criteria.

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, and at least every two years.

As part of the review, an analysis and assessment of the conformity of the Management Board remuneration with the horizontal (comparison with the Management Board remuneration in other companies) and vertical (remuneration and employment conditions within SUSS) market situation is performed. Companies comparable to SUSS are used to assess horizontal conformity. The aim here is to achieve geographical and industry comparability as well as comparability in terms of company size. For example, the Supervisory Board compared a peer group for the remuneration of the Management Board, which is composed, on the one hand, of appropriately comparable listed equipment manufacturers for the semiconductor industry and selected competitors in markets related to the semiconductor industry and, on the other, of listed companies of comparable size listed on the TecDAX. The remuneration levels of the Management Board, upper management, and employees within SUSS are used to assess vertical conformity. Both current ratios and how the ratios have developed over time are considered here. The upper management of SUSS is defined as the first level below the Management Board.

The regular review of the Management Board remuneration system by the Supervisory Board is prepared by the Personnel Committee. If necessary, changes to the remuneration system may be resolved by the Supervisory Board. The remuneration system will be resubmitted to the Shareholders’ Meeting for approval whenever significant changes are resolved, or at least every four years.

In the process of determining, implementing, and reviewing the remuneration system, the Supervisory Board takes into account the applicable regulations for avoiding and dealing with (potential) conflicts of interest. The remuneration system applies to all new service contracts to be concluded with Management Board members and to contract extensions. The Management Board service contracts concluded with Dr. Götz Bendele and Dr. Thomas Rohe are based on the new remuneration system. Mr. Oliver Albrecht’s Management Board service contract was transferred to the new remuneration system with effect from January 1, 2021.

Main Features of the New Remuneration System for Management Board members

The remuneration system for the members of the Management Board is based on the following principles:

Strategy Orientation

The Management Board remuneration system in its entirety makes a significant contribution to promoting and implementing the business strategy of SUSS. This is ensured by defining performance criteria related to the long-term and sustainable success of the Company and linking them with ambitious annual and multi-year targets. The short-term variable remuneration is primarily based on the financial performance criteria of sales and net income for the fiscal year. The long-term variable remuneration is based on the financial performance criteria of sales growth and return on capital employed, among others. This promotes the focus on organic growth, profitability, and return on investment in the Management Board's activities.

Performance Orientation

The remuneration system is designed to provide adequate and ambitious performance incentives for Management Board Members. The variable, performance-related remuneration components represent a significant proportion of the total remuneration if 100 percent of the targets are achieved. The individual remuneration of each Management Board Member is therefore proportionate to his or her duties and performance as well as to the situation of the Company.

Sustainability

A key aspect of the business strategy of SUSS is the long-term and sustainable development of the Company. In order to link remuneration to the long-term development of SUSS, long-term variable remuneration makes up a significant portion of the total remuneration and exceeds short-term variable remuneration. By integrating sustainability targets into short-term variable remuneration, social and ecological aspects are also taken into account, thereby promoting sustainable action within the Company. This is in line with the clear focus on emerging technologies and the strategy of achieving a leading position in the relevant markets through organic growth.

Capital Market Orientation

The interests of shareholders are taken into account in a special way through the share-based structure of long-term variable remuneration in the form of a performance share plan and the integration of the total shareholder return (TSR) performance criterion based on the development of the share price of SUSS compared to the TSR of two indices. In addition, the interests of the Management Board, employees, customers, and other important stakeholders were always kept in mind when developing the new remuneration system for SUSS MicroTec.

Clarity and Comprehensibility

Finally, clarity and comprehensibility were important criteria when revising the structure of the remuneration system. The new remuneration system of SUSS MicroTec follows the requirements of the German Stock Corporation Act as amended by ARUG II. In addition, the recommendations of the GCGC 2020 are taken into account.

Components of the Remuneration System

The remuneration system for Members of the Management Board of the Company consists of remuneration components both independent of performance as well as based on performance. 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
	Payout limit (cap)	• 200% of the target amount
	Duration	• 1 year
Long-term variable remuneration (LTI)	Plan type	• Virtual performance share plan
	Performance criteria	• ⅓ return on capital employed (ROCE) • ⅓ sales increase • ⅓ relative total shareholder return (TSR)
	Payout limit (cap)	• 300% of the target amount
	Duration	• 3 years and a 1-year lock-up period
Others		
Malus und clawback	• 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.	
Special bonus	• Possibility to pay special bonuses, which may not exceed 1.5 times the basic remuneration	
Maximum remuneration	• Limit on the total remuneration granted to the Management Board as a whole for one fiscal year of € 5.8 million for up to three Management Board Members and € 7.5 million for four Management Board Members • Limit of 2.7 times the target total remuneration at the level of individual Management Board Members	

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 accordance with the recommendation of the GCGC 2020, the target remuneration of the long-term variable component exceeds the target remuneration of 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%

* In view of the service contract with a member of the Management Board already concluded prior to the adoption of the remuneration system by the Supervisory Board on February 4, 2021, different ranges for the remuneration structure apply to the Management Board member in question. These are ~ 40 – 60% for basic remuneration, ~ 1 – 5% for fringe benefits, ~ 15 – 20% for STI, and ~ 20 – 35% for LTI.

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

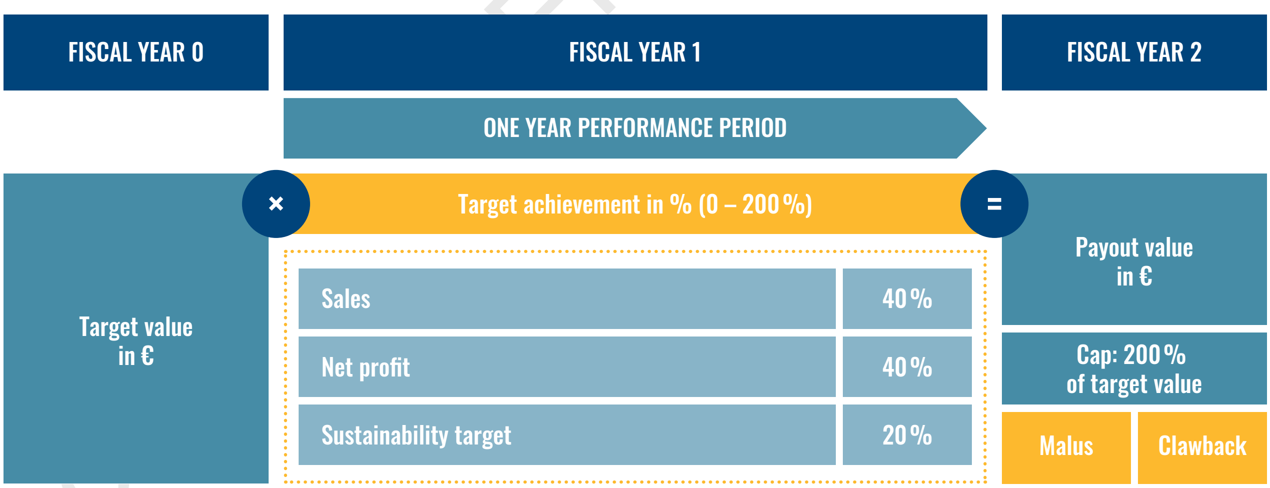
Every Management Board Member receives fringe benefits in the form of non-cash and other remuneration. These primarily include the provision of a company car that can also be used privately, as well as contributions and subsidies to insurance policies or the assumption of insurance premiums (including 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 Law (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 non-cash 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 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 SUSS 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 SUSS.

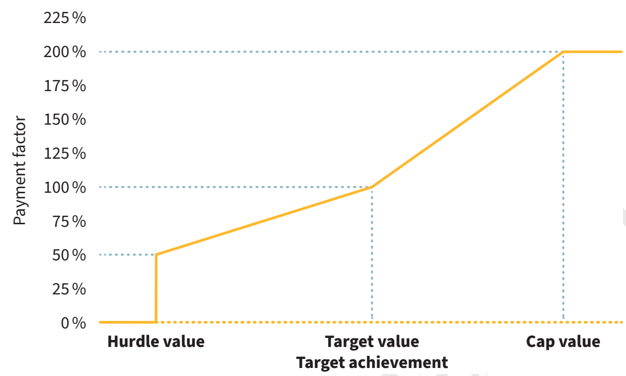
- Sales: Sales are those reported in the audited and approved consolidated financial statements. Sales are a significant indicator in the Company and represent the value of goods and services that the Company has achieved in a fiscal year. In order to remain competitive in the highly technical and specialized 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 SUSS 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. SUSS 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 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

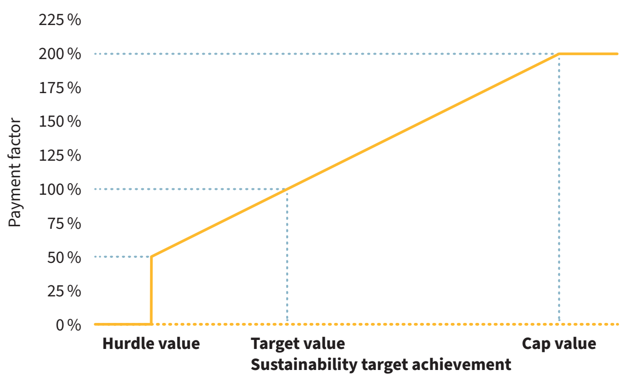
This part of the STI is measured by the achievement of the nonfinancial sustainability target. This is composed of up to two sustainability targets derived from the sustainability strategy of SUSS. The inclusion of sustainability in the STI reflects the commitment of SUSS to accept social and environmental 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 SUSS sustainability strategy. With regard to the targets determined by the Supervisory Board, a distinction must be made between quantitative and qualitative targets.

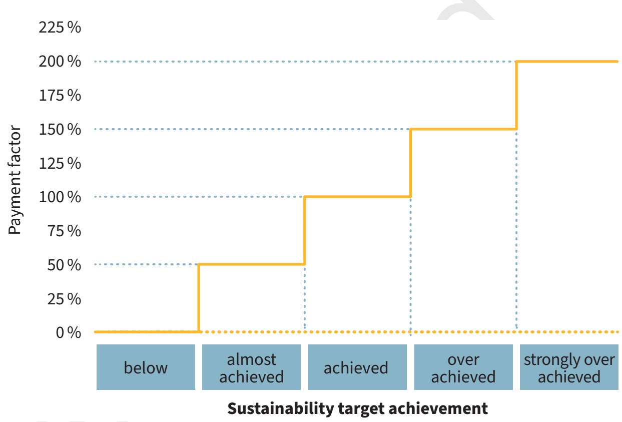
For each quantitative sustainability target, the Supervisory Board defines a threshold and a cap value in addition to the target value. Target achievement for quantitative sustainability targets is determined by comparing the actual value achieved for the respective sustainability target in the fiscal 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 ("overall target achievement") 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 GCGC 2020 is excluded. It is possible for the Supervisory Board to take account of extraordinary developments to an appropriate extent (G.11 GCGC 2020). 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 SUSS.

If the Management Board service 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.

Target Values and Target achievement (STI)

	Weighting	Break-even value	Threshold for 0% target achievement	Target value for 100% target achievement	Threshold for 200% target achievement	Earnings 2021	Target achievement in %
Sales	40%	€ 221.8 million	€ 237.9 million	€ 279.9 million	€ 321.9 million	€ 263.4 million	94%
Profit for the year	40%	€ 4.4 million	€ 12.0 million	€ 17.1 million	€ 22.3 million	€ 16.0 million	94%
Sustainability target	20%	–	Fallen short	Fully achieved	Significantly exceeded	Fully achieved	100%

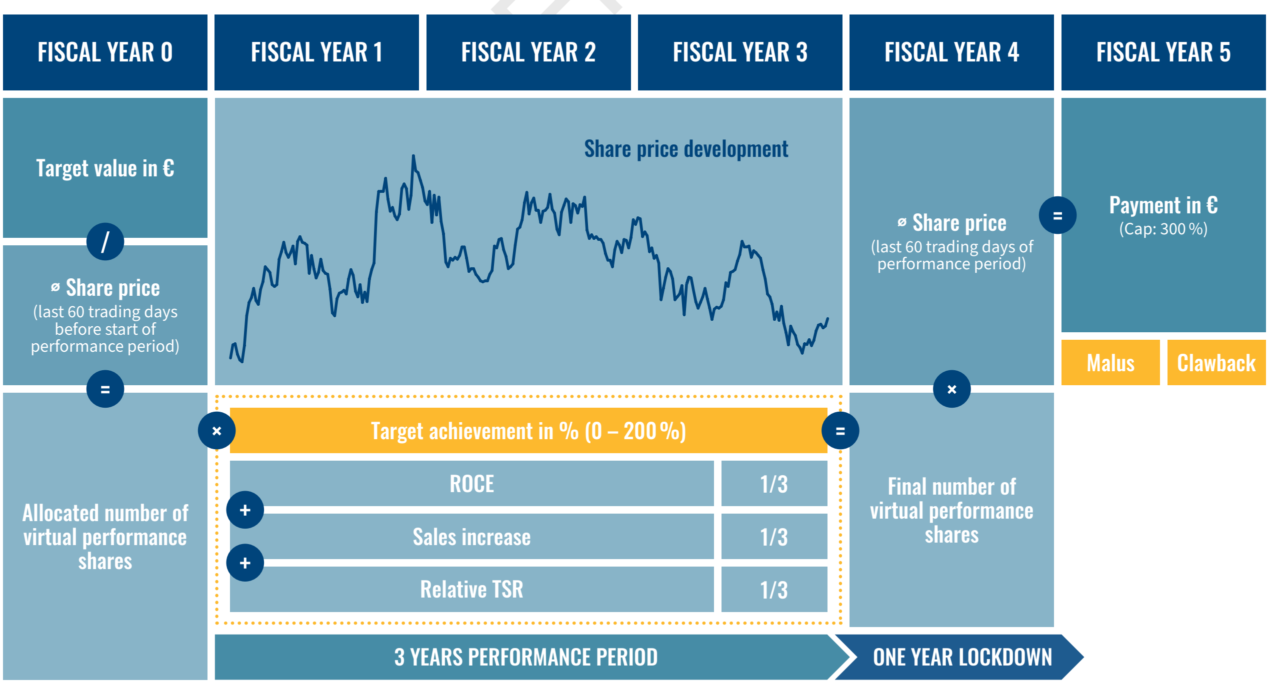
The above target value settings and achievements for the 2021 fiscal year apply to each individual current Management Board member. The sustainability goal for the 2021 fiscal year is to create a sustainability program as the basis for improved target-oriented sustainability work in the future. This sustainability program will define goals, milestones and responsibilities for program implementation and begin implementation.

For the year 2022, on the recommendation of the Sustainability Committee, the Supervisory Board has set sustainability targets for the Management Board within the framework of the current Management Board remuneration system. These goals include both a significant reduction in indirect (Scope 2) CO_2 emissions at the main production sites, the roll-out and training of the new compliance manual and the Code of Conduct as well as the creation and application of a compliance system for suppliers above a certain sales volume.

Long-term variable remuneration (LTI)

The LTI is intended to help promote the sustainable and long-term business development of SUSS. In the remuneration system of SUSS, 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 SUSS (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

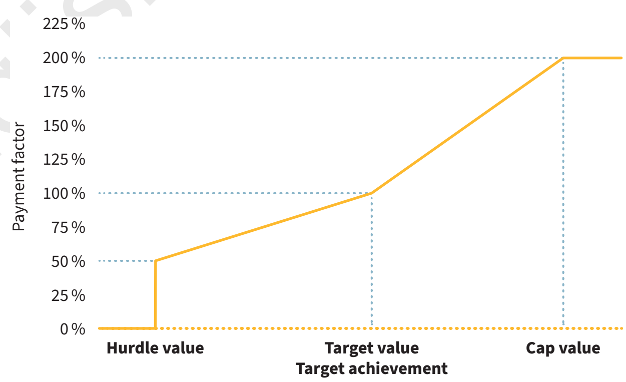
This part of the LTI is measured by the achievement of the two financial performance criteria ROCE and sales growth. Both performance targets promote the implementation of the business strategy of SUSS and take into account the LTI's focus on the long-term development of the Company.

- 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:

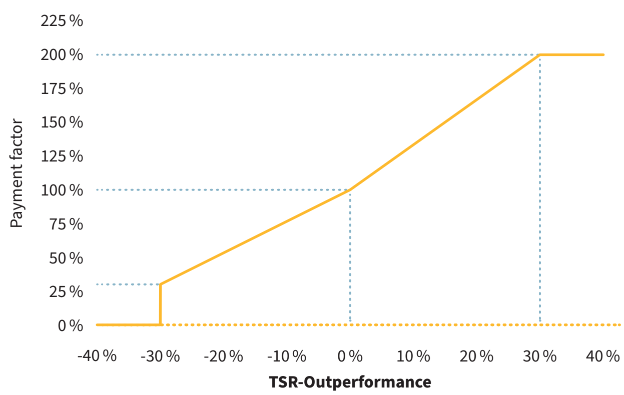


Share Price-Based Performance Criterion – Relative TSR

The third performance criterion, relative total shareholder return (TSR), compares the TSR performance of SUSS 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 SUSS compared to the two benchmark indices. The outperformance corresponds to the difference between the TSR of the SUSS share and the TSR of the respective peer group in percentage points. An identical TSR performance from SUSS 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 SUSS is 30% below the index performance and corresponds to a payout of 30%. In the case of an outperformance of +30% for SUSS 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 SUSS (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 SUSS 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 GCGC 2020 is excluded. It is possible for the Supervisory Board to take account of extraordinary developments to an appropriate extent (G.11 GCGC 2020). 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

1. Tranche 2021 – 2023	Weighting	Threshold for 0% target achievement	Target value for 100% target achievement	Threshold for 300% target achievement	Values for the 2021 fiscal year
ROCE	⅓	14%	19%	24%	14.0%
Increase in sales	⅓	6.72%	9.60%	12.48%	4.5%
Relative TSR*	⅓	-30%	0%	+30%	-29.9%

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

The above target value definitions and achievements relating to the LTI tranche issued in the 2021 fiscal year apply to each individual current Management Board member.

Malus und 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 Executive 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 not yet paid out or reclaim variable remuneration components already paid out. An assertion of the clawback right is excluded if the breach of obligation dates back more than 10 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.

As an appropriate sign-on bonus in line with market conditions, 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: Dr. Götz M. Bendele was granted 10,500 performance shares of SUSS MicroTec SE in three annual tranches of 3,500 shares after his entry into service, subject to the continuation of his employment contract, and valued at the respective average share price (average closing price of the Company's no-par value shares in XETRA trading over the last 60 trading days) of the previous period. The payment is made together with the salary payment for the short-term variable remuneration (STI). A sign-on and retention bonus totaling € 110,000.00 was agreed with Dr. Thomas Rohe. A payout of € 50,000.00 is made with the first salary statement as a sign-on bonus. This amount is to be invested in shares of the Company, which are subject to a one-year lock-up period after the date of investment. The retention bonus of € 60,000.00 is paid in three equal annual installments of € 20,000.00 each at the beginning of each year of employment.

Maximum Remuneration

In addition to the caps at the level of the individual performance criteria and the variable remuneration components, the remuneration system 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 SUSS as a whole within one year may not exceed a value of up to € 5,800,000 for up to three Management Board Members. If a fourth Management Board Member is appointed, the maximum remuneration of the Management Board as a whole is € 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 2021 Fiscal Year

The tables below show the respective target remuneration of the Management Board members for the 2021 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. Götz M. Bendele** Chief Executive Officer (CEO) Entry date: 05/01/2021			
in €	**2021 (100%)**	**2020 (100%)**	**2021 (min)**	**2021 (max)**
Basic remuneration	243,000.00	–	243,000.00	243,000.00
Fringe benefits (fixed) [1]	19,191.36	–	–	–
Other (sign-on and retention bonus) [2]	76,650.00			
of which investment in SUSS MicroTec shares				
Expenses for retirement benefits	–	–	–	–
Total	**338,841.36**	**–**	**243,000.00**	**243,000.00**
Short-term variable remuneration (STI)	135,000.00	–	–	270,000.00
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)	162,000.00	–	–	486,000.00
Total remuneration	**635,841.36**	**–**	**243,000.00**	**999,000.00**

[1] Includes: Allowance for optional retirement insurance
Monetary value of private vehicle or car allowance
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 performance shares, which are paid out in 3 tranches of 3,500 performance shares each with the variable remuneration, as long as the employment relationship exists for a maximum of 3 years.

Target remuneration in €	Oliver Albrecht Chief Financial Officer (CFO) Entry date: 11/18/2019			
	2021 (100%)	**2020 (100%)**	**2021 (min)**	**2021 (max)**
Basic remuneration	300,000.00	356,452.27	300,000.00	300,000.00
Fringe benefits (fixed) [1]	23,435.88	16,920.77	23,435.88	23,435.88
Expenses for retirement benefits	–	–	–	–
Total	**323,435.88**	**373,373.04**	**323,435.88**	**323,435.88**
Short-term variable remuneration (STI)	97,500.00	74,016.39	–	195,000.00
of which investment in SUSS MicroTec shares [2]	–	37,008.20	–	–
Multi-year variable remuneration 2020–2022 (LTI)		31,721.31	–	
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)	102,500.00			307,500.00
Total remuneration	**523,435.88**	**479,110.74**	**323,435.88**	**825,935.88**

[1] Includes: Allowance for optional retirement insurance
Monetary value of private vehicle or car allowance
Company share of legal or private health insurance

[2] A lock-up period of three years applies to shares acquired in accordance with the variable remuneration system in force until 12/31/2020 as part of the variable remuneration (after deduction of personal taxes). The new remuneration system applicable from 01/01/2021 does not provide for mandatory investment of the STI bonus in SUSS shares.

Target remuneration in €	Dr. Thomas Rohe Chief Operations Officer (COO) Entry date: 05/01/2021			
	2021 (100%)	**2020 (100%)**	**2021 (min)**	**2021 (max)**
Basic remuneration	135,000.00	–	135,000.00	135,000.00
Fringe benefits (fixed) [1]	20,178.40	–	–	–
Other (sign-on bonus) [2]	70,000.00			
of which investment in SUSS MicroTec shares [2]	50,000.00			
Expenses for retirement benefits	–	–	–	–
Total	**225,178.40**	**–**	**135,000.00**	**135,000.00**
Short-term variable remuneration (STI)	75,000.00	–	–	150,000.00
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	–	–	270,000.00
Total remuneration	**390,178.40**	**–**	**135,000.00**	**555,000.00**

[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 € 50,000. Of which the net amount after tax is to be invested in SUSS MicroTec shares and held for at least one year.
In addition, Thomas Rohe receives a retention bonus of € 20,000 per year for the term of his service contract.

Target remuneration **in €**	**Dr. Franz Richter** Chief Executive Officer (CEO) Exit date: 04/30/2021			
	2021 (100%)	**2020 (100%)**	**2021 (min)**	**2021 (max)**
Basic remuneration	133,332.00	400,000.00	133,333.00	133,333.00
Fringe benefits (fixed) [1]	11,613.32	34,307.52	11,613.32	11,613.32
Expenses for retirement benefits	–	–	–	–
Total	144,945.32	434,307.52	144,946.32	144,946.32
Single-year variable remuneration STI) [2]	46,666.67	140,000.00	–	93,333.33
of which investment in SUSS MicroTec shares [3]		70,000.00	–	46,666.67
Multi-year variable remuneration 2020–2022 (LTI)	20,000.00	60,000.00	–	40,000.00
Total remuneration	211,611.99	634,307.52	144,946.32	278,279.65

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

2 Because the contract was terminated, the short-term variable remuneration (STI) was determined and paid pro rata temporis.

3 A lock-up period of three years applies to shares acquired in accordance with the variable remuneration system in force until 12/31/2020 as part of the variable remuneration (after deduction of personal taxes).

Remuneration granted and owed to the Management Board in the 2021 fiscal year:

In the 2021 fiscal year, the current and former members of the Management Board were remunerated as shown in the following tables. The pair of terms "granted" and "owed" remuneration was newly introduced with the German Act on Implementing the Shareholders' Rights Directive (ARUG) II:

- According to the legislative materials, remuneration is owed if the company has a legally existing obligation to the officer which is due but not yet fulfilled (see explanatory notes RegE ARUG II, BT-Drs. 19/9739, p. 111, explanatory notes resolution recommendation BT-Rechtsausschuss ARUG II, BT-Drs. 19/15153, p. 53).
- According to the legislative materials, remuneration is granted and thus disclosed pursuant to Sec. 162 (1) Sentence 2 No. 1 German Stock Corporation Law (AktG) when it actually (i.e., in fact) accrues to the officer and thus passes to their assets, irrespective of whether the accrual is for the fulfillment of an obligation or without legal reason; see explanatory notes to RegE ARUG II, BT-Drs.19/9739, p. 111, explanatory notes resolution recommendation BT-Rechtsausschuss ARUG II, BT-Drs. 19/15153, p. 53). At the same time, however, according to the legislative materials, the exact point in time of the inflow is not to be regulated (by law), but it can continue to be left to clarification by practice as to when this point in time is assumed (see explanatory notes to RegE ARUG II, BT-Drs. 19/9739, p. 111). For this reason, it is also possible to disclose remuneration pursuant to Sec. 162 (1) Sentence 2 No. 1 German Stock Corporation Law (AktG) (already) in the remuneration report for the fiscal year in which the (one-year or multi-year) activity on which the remuneration is based was performed in full, i.e., in particular a corresponding variable remuneration component was earned in full. Such an understanding of the term permits – as is also customary in international practice – an accrual-based, transparent disclosure of the variable remuneration components and is therefore the basis for this Remuneration Report.
- At the Company, the fixed remuneration and fringe benefits paid in each case are reported under the remuneration granted and owed to the Management Board, as are the target values achieved for the one-year variable remuneration (STI). The values for the multi-year variable remuneration (LTI) are only recognized at the end of the respective performance period.
- If a member of the Management Board leaves the Company during a performance period, the LTI value is stated in the fiscal year in which the payment is made.

Remuneration granted and owed	**Dr. Götz M. Bendele** Chief Executive Officer (CEO) Entry date: 05/01/2021			**Oliver Albrecht** Chief Financial Officer (CFO) Entry date: 11/18/2019			
in €	2021	in %	2020	2021	in %	2020	in %
Basic remuneration	243,000.00	53.1%		300,000.00	73.3%	356,452.27	62.3%
Fringe benefits (fixed)	19,191.36	4.2%		23,435.88	5.7%	16,920.77	3.0%
Expenses for retirement benefits	–		–	–		–	
Other (sign-on bonus)	76,650.00	16.8%					
of which investment in SUSS MicroTec shares							
Total	**338,841.36**	74.1%	–	**323,435.88**	79.1%	**373,373.04**	65.2%
Single-year variable remuneration	118,570.50	25.9%		323,435.88	20.9%	199,044.09	34.8%
of which investment in SUSS MicroTec shares				–	0.0%	67,800.73	11.8%
Multi-year variable remuneration 2020–2022 (LTI) [1]			–	–		–	0.0%
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) [1]							
Total remuneration [2]	**457,411.86**	100.0%	–	**409,070.13**	100.0%	**572,417.13**	100.0%

[1] Recognition of the first tranche (2021–2023) 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.

[2] For Dr. Götz M. Bendele, the maximum total annual remuneration (= 2.7 times the target total remuneration in each case) of € 1,716,771.67 was complied with in the 2021 fiscal year. For Oliver Albrecht, the maximum total annual remuneration of € 1,413,276.88 was complied with in the 2021 fiscal year. In addition, with total remuneration for the entire Management Board of € 1,488,167.63 in the 2021 fiscal year, the maximum total remuneration for the entire Management Board of € 5,800,000 (for up to three Members of the Management Board) was complied with.

Remuneration granted and owed in €	Dr. Thomas Rohe Chief Operations Officer (COO) Entry date: 05/01/2021			Dr. Franz Richter Former Chief Executive Officer (CEO) Exit date: 04/30/2021			
	2021	**in %**	**2020**	**2021**	**in %**	**2020**	**in %**
Basic remuneration	135,000.00	46.4%		133,332.00	40.4%	400,000.00	57.9%
Fringe benefits (fixed)	20,178.40	6.9%		11,613.32	3.5%	34,307.52	5.0%
Expenses for retirement benefits	–		–	–		–	
Other (sign-on bonus)	70,000.00	24.1%					
of which investment in SUSS MicroTec shares	50,000.00	17.2%					
Total	225,178.40	77.4%	–	144,945.32	43.9%	434,307.52	62.9%
Single-year variable remuneration	65,872.50	22.6%		46,666.67	14.1%	256,486.50	37.1%
of which investment in SUSS MicroTec shares		0.0%		–	0.0%	128,243.25	18.6%
Multi-year variable remuneration 2020–2022 (LTI) [1]		0.0%	–	138,500.00	42.0%	–	0.0%
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) [2]							
Total remuneration [3]	291,050.90	100.0%	–	330,111.99	100.0%	690,794.02	100.0%

The service contract with Dr. Franz Richter was terminated by mutual agreement as of April 30, 2021. No severance payment was made.

[1] Because the contract was terminated, the long-term variable remuneration (LTI) for the period 2020–2022 was determined and paid pro rata temporis under the old remuneration system.

[2] Recognition of the first tranche (2021–2023) 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.

[3] For Dr. Thomas Rohe, the maximum total annual remuneration (= 2.7 times the target total remuneration in each case) of € 1,053,481.68 was complied with in the 2021 fiscal year. In addition, with total remuneration for the entire Management Board of € 1,488,167.63 in the 2021 fiscal year, the maximum total remuneration for the entire Management Board of € 5,800,000 (for up to three Members of the Management Board) was complied with. In accordance with Section 26j (1) EGAktG, Dr. Franz Richter's service contract, which existed prior to the 2021 remuneration system, was still subject to the previous Management Board remuneration system (grandfathering), which in particular, in accordance with the legal situation at the time, did not provide for maximum remuneration within the meaning of Section 87a (1) sentence 2 no. 1 German Stock Corporation Law (AktG).

Pensions

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

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. Until June 30, 2021, the following regulation was valid: In addition to the reimbursement of his/her expenses and meeting attendance compensation of € 2,000.00 per meeting, each member of the Supervisory Board receives a fixed remuneration based on the member's tasks. According to this, the Chairman of the Supervisory Board receives € 60,000.00, the Deputy Chairman receives € 50,000.00, and a regular member of the Supervisory Board receives € 45,000.00 per fiscal year as fixed compensation.

Against the background of the increased requirements for the Supervisory Board's control and advisory activities, Supervisory Board remuneration was adjusted as follows by amendment to the articles of incorporation on June 16, 2021, with effect from July 1, 2021. The Supervisory Board Members receive fixed annual remuneration of € 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 € 15,000.00, and each Member of the Personnel Committee receives an annual fixed remuneration of € 10,000.00. The Chairpersons of the committees each receive 2.0 times the aforementioned amounts. If a Supervisory Board Member belongs to more than one committee at the same time, only the committee membership with the highest remuneration is paid in addition to the fixed annual remuneration pursuant to sentence 1. In addition, each Supervisory Board Member receives meeting attendance compensation of € 1,000.00 for participating in meetings of the Supervisory Board and meetings of a committee of which he or she is a member.

In the 2021 fiscal year, the current and former members of the Supervisory Board were remunerated as follows:

2021 in €	Fixed remuneration	in %	Meeting attendance remuneration for the Supervisory Board	in %	Committee remuneration	in %	Meeting attendance remuneration for committees	in %	Total remuneration
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%	**111,000.00**
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%	**86,750.00**
Dr. Dietmar Meister	45,000.00	53.6%	20,000.00	23.8%	15,000.00	17.9%	4,000.00	4.8%	**84,000.00**
Jan Smits	45,000.00	58.8%	20,000.00	26.1%	7,500.00	9.8%	4,000.00	5.2%	**76,500.00**
Dr. Bernd Schulte	45,000.00	61.6%	20,000.00	27.4%	5,000.00	6.8%	3,000.00	4.1%	**73,000.00**

2020 in €	Fixed remuneration	in %	Meeting attendance remuneration for the Supervisory Board	in %	Committee remuneration	in %	Meeting attendance remuneration for committees	in %	Total remuneration
Supervisory Board									
Dr. David Dean (Chair of the Supervisory Board, since 05/20/2020)	37,049.18	67.3%	18,000.00	32.7%	0.00	0.0%	0.00	0.0%	**55,049.18**
Dr. Stefan Reineck (Chair of the Supervisory Board, until 05/20/2020)	23,114.75	65.8%	12,000.00	34.2%	0.00	0.0%	0.00	0.0%	**35,114.75**
Dr. Myriam Jahn (Deputy Chair of the Supervisory Board)	48,087.43	63.2%	28,000.00	36.8%	0.00	0.0%	0.00	0.0%	**76,087.43**
Jan Teichert (Deputy Chair of the Supervisory Board, until 04/30/2020)	16,256.83	67.0%	8,000.00	33.0%	0.00	0.0%	0.00	0.0%	**24,256.83**
Dr. Dietmar Meister	45,000.00	61.6%	28,000.00	38.4%	0.00	0.0%	0.00	0.0%	**73,000.00**
Jan Smits (since 05/20/2020)	27,786.89	60.7%	18,000.00	39.3%	0.00	0.0%	0.00	0.0%	**45,786.89**
Dr. Bernd Schulte (since 11/06/2020)	6,885.25	46.3%	8,000.00	53.7%	0.00	0.0%	0.00	0.0%	**14,885.25**
Gerhard Pegam (until 03/25/2020)	10,450.82	63.5%	6,000.00	36.5%	0.00	0.0%	0.00	0.0%	**16,450.82**

No remuneration was granted or owed to former members of the Supervisory Board in the 2021 fiscal year.

In the 2021 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 compensation 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.

in € thousand	2021	Change vs. PY	2020	Change vs. PY	2019	Change vs. PY	2018	Change vs. PY	2017
Remuneration of the Management Board									
Dr. Götz M. Bendele (Entry date: 5/1/2021)	457								
Oliver Albrecht (Entry date: 11/18/2019)	409	-28.5%	572	979.2%	53				
Dr. Thomas Rohe (Entry date: 5/1/2021)	291								
Dr. Franz Richter (Exit date: 4/30/2021)	330	-52.2%	691	24.5%	555	-9.6%	614	-8.0%	667
Robert Leurs (Entry date: 11/17/2019, exit date: 12/1/2017)					820	60.6%	510	1011.9%	46
Walter Braun (Exit date: 9/11/18)							989	133.1%	424
Michael Knopp (Exit date: 4/30/2017)									148
Remuneration of the Supervisory Board									
Dr. David Dean (since 5/20/2020)	111	101.8%	55						
Dr. Myriam Jahn (since 5/31/2017)	87	14.5%	76	24.6%	61	3.4%	59	73.5%	34
Dr. Dietmar Meister (from 6/6/2019)	84	15.1%	73	102.8%	36				
Jan Smits (since 5/20/2020)	77	67.4%	46						
Dr. Bernd Schulte (since 11/6/2020)	73	386.7%	15						
Dr. Stefan Reineck (until 5/20/2020)			35	-53.9%	76	2.7%	74	0.0%	74
Jan Teichert (until 4/30/2020)			24	-63.6%	66	3.1%	64	0.0%	64
Gerhard Pegam (until 3/25/2020)			16	-73.8%	61	3.4%	59	0.0%	59
Earnings development									
Net profit for the year for SÜSS MicroTec SE	39,591	5429.6%	716	-103.9%	-18,536	-18840%	99	-96.4%	2,712
Net profit for the year for the Group	16,015	29.5%	12,363	-176.0%	-16,261	-439.9%	4,784	-28.7%	6,706
Average employee remuneration									
German SUSS companies	71.9	0.1%	71.8	6.4%	67.5	-0.4%	67.8	-2.2%	69.3

OTHERS

SUSS 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 percent 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

CERTIFICATE REGARDING THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS AND THE CONDENSED MANAGEMENT REPORT

AUDIT OPINION

We have audited the annual financial statements of SÜSS MicroTec SE, Garching, comprising the statement of financial position as of 31. December 2021 and the statement of income for the fiscal year from 1. January 2021 to 31. December 2021, as well as the notes, including a description of the accounting policies.

In addition, we audited the condensed Management Report (report on the situation in the Company and the Group) of SÜSS MicroTec SE, including the remuneration report included in the "Remuneration Report" section and the related disclosures for the fiscal year from 1. January 2021 to 31. December 2021. In conformity with German legal provisions, we have not substantively audited the sections of the condensed Management Report specified under "Other Information."

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

- The attached annual financial statements comply in all material respects with the provisions of German commercial law applicable to corporations and give a true and fair view of the assets and financial position of the Company as of 31. December 2021 and of the Company's financial performance for the fiscal year from 1. January 2021 to 31. December 2021 in accordance with generally accepted German accounting principles.
- Furthermore, the attached condensed Management Report conveys a picture of the condition of the Company that is accurate overall. In all material respects, this condensed Management Report is consistent with the annual financial statements, complies with German legal regulations, and accurately presents the opportunities and risks of future development. Our audit opinion on the condensed Management Report does not extend to the content of the sections of the condensed Management Report specified under "Other Information."

In accordance with Section 322 (3)(1) of the German Commercial Code (HGB), we declare that our audit has not led to any objections regarding the accuracy of the annual financial statements and the condensed Management Report.

BASIS FOR THE AUDIT OPINION

We have conducted our audit of the annual financial statements and the condensed 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 Annual Financial Statements and Condensed Management Report" section of our audit certificate. In accordance with European legal and German commercial and professional legal regulations, we are independent of the Company 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 annual financial statements and the condensed Management Report.

Particularly Important Issues in the Audit of the Annual Financial Statements

Particularly important audit issues are those matters which, to the best of our knowledge, were most significant in our audit of the annual financial statements for the fiscal year from 1. January 2021 to 31. December 2021. These issues were taken

into account in the context of our audit of the annual financial statements as a whole and in the formation of our audit opinion on them; we do not provide a separate audit opinion on these issues.
We identified the following issues as particularly important for the audit.

VALUATION OF THE SHARES IN SUSS MicroTec Inc. AND THE LOANS GRANTED TO IT

Issue
In the annual financial statements of SUSS MicroTec SE as of December 31, 2021, the shares in SUSS MicroTec Inc., Corona, California, USA, are valued at a carrying amount of EUR 17.0 million. In addition, long-term loans in the amount of USD 3.0 million have been extended to SUSS MicroTec Inc. as of the reporting date. The carrying amount is EUR 2.6 million.
Assessment of the recoverability of shares in affiliated companies and loans to affiliated companies requires a variety of discretionary decisions and estimates by the legal representatives. Assessment of the recoverability of these assets is based on the future cash flows resulting from the budgets for the affiliated companies for 2022 to 2026 and the sustainable development derived from them. The fair values of the shares as well as the loans in the group of affiliated companies are determined separately by SUSS MicroTec SE using the discounted cash flow (DCF) method. Significant discretionary parameters in the application of this method are the estimates of the Company’s legal representatives regarding future cash surpluses of the affiliated companies as well as the cost of capital rates used. If or to the extent that these calculations exhibit a permanent lack of recoverability of the investments or loans at individual affiliated companies, SUSS MicroTec SE recognizes the necessary write-downs on the recognized values of the investments or loans as of the reporting date.
Due to the fundamental uncertainty associated with these extensive discretionary decisions and estimates of the legal representatives, as well as the relevance of the investment in SUSS MicroTec Inc. with regard to the scope of the carrying amount and the loans granted to it, the recoverability of these items was a matter of particular importance to our audit.
Information provided by the Company on the valuation of shares in affiliated companies and loans to affiliated companies is included in sections B. and C. of the notes.

Audit Response and Insights
We examined the valuation considerations of SUSS MicroTec SE at the aforementioned affiliated companies in detail, both analytically and computationally. For all affiliated companies judged to be critical in terms of valuation in the first stage, calculations in accordance with the DCF method are available as of the reporting date; the ability of the respective affiliated company to serve claims of SUSS MicroTec SE as a provider of shareholders' equity and borrowed capital is derived from them.
In the course of our analytical audit of the medium- and long-term planning calculations, we became convinced that the planning assumptions were plausible. We examined the causes of significant deviations from plan targets in the past as well as the measures taken by management to remedy them. In reviewing the methodological implementation of the DCF process, we satisfied ourselves that the future cash flows on which these valuations are based are plausible. As an additional key parameter, we separately reviewed the initial values used to determine the applied discount rate, particularly the weighted average cost of capital.
We conclude that the assumptions made by the legal representatives while conducting the impairment test, and the valuation parameters used, stand up to scrutiny and lie within a justifiable valuation range.

OTHER INFORMATION
The legal representatives — more specifically, the Supervisory Board — are responsible for other information. Other information includes:

- The Nonfinancial Group Declaration in accordance with the reference in section “Nonfinancial Group Declaration in Accordance with Section 315b of the German Commercial Code (HGB)” of the condensed Management Report and
- The Group declaration on corporate governance in accordance with the reference in section “Group Declaration on Corporate Governance in Accordance with Section 289f and 315d of the German Commercial Code (HGB)” of the condensed Management Report.

- The remaining parts of the Annual Report, with the exception of the audited annual financial statements, the condensed Management Report, and our audit certificate.

Our audit opinion on the annual financial statements and the condensed Management Report does not extend to 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 annual financial statements, the condensed Management Report, or the insights we gained during the audit, or
- otherwise appears to contain material misrepresentations.

If we conclude, based on the work we have carried out, that a material misrepresentation of this other information exists, we are obligated to report these facts. In this regard, we have nothing to report.

RESPONSIBILITY OF THE LEGAL REPRESENTATIVES AND THE SUPERVISORY BOARD FOR THE ANNUAL FINANCIAL STATEMENTS AND THE CONDENSED MANAGEMENT REPORT

The legal representatives are responsible for ensuring that the preparation of these annual financial statements takes place in accordance with German commercial law as it applies to corporations in all material respects, and for ensuring that the annual financial statements provide a true and fair presentation of the net assets, financial position, and results of operations of the Company in accordance with German principles of proper accounting. Furthermore, the legal representatives are responsible for internal controls which they have deemed necessary in keeping with generally accepted German accounting principles in order to prepare annual financial statements that are free of material misrepresentations, whether deliberate or unintended.

During preparation of the annual financial statements, the legal representatives are responsible for assessing the ability of the Company to continue as a going concern. 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 insofar as there are no contrary actual or legal circumstances.

The legal representatives are also responsible for the preparation of the condensed Management Report, which provides a picture of the condition of the Company that is accurate overall and consistent with the annual 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 condensed Management Report in accordance with the applicable German legal provisions and in order to provide sufficient appropriate evidence for the statements in the condensed Management Report.

The Supervisory Board is responsible for monitoring the Company's accounting process for preparation of the annual financial statements and the condensed Management Report.

The Management Board and the Supervisory Board are also responsible for preparation of the remuneration report including its related disclosures. These are contained in a separate section of the condensed Management Report and comply with the requirements of Section 162 of the German Stock Corporation Law (AktG). Furthermore, the Management Board and the Supervisory Board are responsible for the internal controls and related disclosures that they deem necessary to prepare a remuneration report; these are to be free of material misrepresentations, whether deliberate or unintended.

RESPONSIBILITY OF THE AUDITOR FOR THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS AND THE CONDENSED MANAGEMENT REPORT

Our objective is to obtain reasonable assurance about whether the annual financial statements as a whole are free of material misrepresentations, whether deliberate or unintended. We also determine whether the condensed Management Report conveys an accurate picture of the Company's situation, is consistent in all material respects with the annual financial statements and the insights gained during the audit, complies with German legal provisions, and accurately presents the opportunities and risks of future development. Our objective is also to issue an audit certificate that includes our audit opinion on the annual financial statements and the condensed 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 violations or errors and are deemed as material if it can reasonably be expected that they individually or collectively influence the economic decisions of the addressees made on the basis of these annual financial statements and condensed Management Report.

During the audit, we exercise professional judgment and maintain an attitude of professional skepticism. We also

- identify and assess the risks of material misrepresentations, whether deliberate or unintended, in the annual financial statements and the condensed Management Report, plan and carry out audit procedures in response to these risks, and obtain audit evidence that is sufficient and appropriate to serve as the basis for our audit opinion. The risk that material misrepresentations are not uncovered is higher for violations than errors since violations may entail fraudulent collaboration, forgeries, deliberate omissions, misleading representations, or the bypassing of internal controls.
- gain an understanding of the relevant internal control system for the audit of the annual financial statements and the relevant precautions and measures taken for the audit of the condensed Management Report 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 effectiveness 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 Company'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 annual financial statements and the condensed 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 Company from continuing as a going concern.
- assess the overall presentation, the structure, and the contents of the annual financial statements, including disclosures and whether the annual financial statements present the underlying business transactions and events in such a way that the annual financial statements convey a picture of the Company's net assets, financial position and results of operations according to generally accepted German accounting principles.
- assess the consistency of the condensed Management Report with the annual financial statements, its legal compliance, and the picture it conveys of the Company's condition.
- carry out audit procedures on the forward-looking statements presented by the legal representatives in the condensed Management Report. 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, as well as the safeguards taken regarding them.

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 annual 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 MATTERS — FORMAL AUDIT OF THE REMUNERATION REPORT

Audit of the condensed Management Report described in this auditor's certificate includes the formal audit of the remuneration report required by Section 162 (3) AktG, including the issuance of a certificate regarding this audit. As we express an unqualified opinion on the condensed Management Report, this opinion includes the conclusion that the disclosures pursuant to Section 162 (1) and (2) AktG have been made in all material respects in the remuneration report.

OTHER LEGAL AND STATUTORY REQUIREMENTS

CERTIFICATE REGARDING THE AUDIT OF THE ELECTRONIC ANNUAL FINANCIAL STATEMENTS AND THE GROUP MANAGEMENT REPORT CREATED FOR DISCLOSURE PURPOSES IN ACCORDANCE WITH SECTION 317 (3A) OF THE GERMAN COMMERCIAL CODE (HGB)

Audit Opinion

In accordance with Section 317 (3a) HGB, we have carried out an audit with sufficient assurance regarding whether the annual financial statements and the condensed Management Report in the attached file SMT_JAP2021_ESEF.zip (SHA256 hash value: 00e25821531e7acd73326303a38bc2ffab18fbcf4a8a79e495e78a1479a25a49), which were prepared for disclosure purposes, fulfill the requirements of Section 328 (1) HGB for the electronic reporting format ("ESEF format") in all material respects. In accordance with German legal requirements, this audit extends only to the transfer of the information contained in the annual financial statements and the condensed Management Report 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 representation of the annual financial statements and the condensed Management Report contained in the aforementioned attached file and prepared for disclosure purposes complies 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 aforementioned file, beyond this audit opinion and those regarding the attached annual financial statements and the condensed Management Report for the financial year from 1. January 2021 to 31. December 2021, which are contained in the "Certificate Regarding the Audit of the Annual Financial Statements and the CONDENSED Management Report" above.

Basis for the Audit Opinion
We conducted our audit of the representations of the annual financial statements and the condensed Management Report which are contained in the aforementioned attached file in accordance with Section 317 (3a) HGB, under consideration of the draft of the IDW Auditing Standards. This concerns the audit of electronic representations of financial statements and management reports which are prepared for disclosure purposes in accordance with Section 317 (3a) HGB (IDW PS 410 (10.2021)) and the International Standard on Assurance Engagements 3000 (revised). 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 annual financial statements and the condensed Management Report in accordance with Section 328 (1)(4)(1) 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 electronic 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 annual financial statements and the audited condensed Management Report.
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OTHER INFORMATION IN ACCORDANCE WITH ARTICLE 10 EU-APRVO
We were chosen as auditors at the Shareholders' Meeting on June 16, 2021. We were commissioned by the Supervisory Board on November 9, 2021. We have continuously served as auditors for SUSS MicroTec SE since the 2012 fiscal year.
We declare that the audit opinion contained in this audit certificate is consistent with the supplemental report to the Supervisory Board according to Article 11 of the EU-APrVO (audit report).

Other Issues — Use of the Audit Certificate

Our audit certificate should always be read in conjunction with the audited annual financial statements and the audited condensed Management Report as well as the audited ESEF documents. The annual financial statements and the condensed Management Report converted to the ESEF format — including the versions to be published in the Federal Gazette — are merely electronic reproductions of the audited annual financial statements and the audited condensed 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

Dimitrios Skiadas is responsible for the audit.

Munich, March 28, 2022
BDO AG
Wirtschaftsprüfungsgesellschaft

Dirks Skiadas
Auditor Auditor