



CORPORATE GOVERNANCE DECLARATION  
**MARCH 2024**

# CORPORATE GOVERNANCE DECLARATION



The following declaration summarizes the Declaration on Corporate Governance of SÜSS MicroTec SE in accordance with Section 289f of the German Commercial Code (HGB) and the Group Declaration on Corporate Governance in accordance with Section 315d HGB. This combined corporate governance statement serves as a central instrument of corporate governance reporting in accordance with Principle 23 of the German Corporate Governance Code as amended on April 28, 2022 (“GCGC”).

The Declaration on Corporate Governance in accordance with Sections 289f and 315d HGB is, pursuant to Section 289f (1) (1) and 315d (1) HGB, part of the condensed Management Report of SÜSS MicroTec SE and of the Group. In accordance with Section 317 (2) (6) HGB, the verification of information by the auditor according to Sections 289f (2) and (5) as well as Section 315d HGB is to be restricted to whether these statements were made. The Declaration on Corporate Governance contains all the content and references to SÜSS MicroTec website pages required by Sections 289f and 315d HGB.

# Declaration of Compliance with Section 161 (1) German Stock Corporation Law (AktG) by the Management Board and Supervisory Board of SÜSS MicroTec SE

The Management Board and Supervisory Board of SÜSS MicroTec SE declare in accordance with Section 161 (1) AktG that the recommendations made by the Government Commission on the German Corporate Governance Code on April 28, 2022, ("2022 Code") and published by the German Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette on June 27, 2022, have been complied with since the issuance of the last declaration of compliance in December 2022 and will be complied with in the future.

Garching, Germany, December 2023

For the Management Board    For the Supervisory Board

**Burkhardt Frick**

Chief Executive Officer (CEO)

**Dr. David Dean**

Chair of the Supervisory Board

The declaration of compliance issued in December 2023 in accordance with Section 161 (1) AktG and the declarations of compliance issued in the past five years are permanently available to the public in the Corporate Governance section of our website.

## Relevant Corporate Governance Practices

SÜSS MicroTec accepts its social responsibility, especially towards its customers, business partners, and employees. This responsibility naturally includes adhering to applicable laws at all times and around the world. The corporate governance system, which includes internal auditing, the internal control and risk management system, and the compliance management system, is being continuously developed.

## Corporate Governance

Corporate governance is tremendously important to SÜSS MicroTec. The goal is to employ responsible, far-sighted governance to preserve the Company's continued existence as a going concern and significantly and permanently increase its corporate value. Essential aspects of good

corporate governance also include transparency, open communication with stakeholders, and constructive cooperation between the Supervisory Board and the Management Board. The Management Board and Supervisory Board of SÜSS MicroTec SE have renewed their intensive interest in the topic of corporate governance in the 2023 fiscal year. In its entrepreneurial activity, SÜSS MicroTec strives to reinforce the confidence that investors, financial markets, business partners, employees, and the public have in the Company.

## Compliance

SÜSS MicroTec expects its entire workforce to follow laws and internal policies at all times. This is a core principle of a responsible company and an essential element of our sustainable corporate governance. Ethically sound actions by our employees represent the only guarantee of the Company's long-term success.

The central documents of the Group-wide compliance program include the general Code of Conduct and the Business Partner and Supplier Code of Conduct. Capital market issues are addressed by a comprehensive capital markets policy that went into force on October 1, 2023.

It is a compendium that covers capital market rules, regulations, and internal procedures of importance to the Company and also documents the organizational and personnel compliance structure at the Company. In this declaration on corporate governance, we also comment on relevant corporate governance issues.

The Management Board has established a comprehensive compliance management system aligned with the Company's risk situation. Relevant details are presented in the opportunity and risk report within the combined management report.

### Code of Conduct

The SUSS MicroTec Code of Conduct ("Code of Conduct") was developed by the Company, applies equally to all Company employees, and defines standards for how to behave at work. The Code of Conduct provides parameters and sets out guidelines for employees to help them handle and overcome ethical and legal challenges that might arise in their everyday work. It covers topics such as: responsibility and respect for people and the environment, compliance with legal frameworks, lawful and ethical conduct of each individual employee, company loyalty, fair and respectful treatment of our employees, rejection of any form of discrimination, responsible risk management, environmentally conscious actions, safety

in all areas of work, professionalism, reliability and fairness in all business relationships, compliance with guidelines regarding the granting/acceptance of benefits, handling of Company property, and handling insider information.

The Corporate Governance section of the SUSS MicroTec website contains the complete Code of Conduct and more information on [+ corporate governance: https://www.suss.com/en/investor-relations/corporate-governance](https://www.suss.com/en/investor-relations/corporate-governance)

Violations of our Code of Conduct or compliance rules will be investigated vigorously and their causes remedied in the interest of all employees and the Company. In 2023, the Company continued to operate a compliance e-learning program that all employees are required to complete.

The SUSS MicroTec Supplier and Business Partner Code of Conduct is published on the company website: [+ https://www.suss.com/en/company/purchasing](https://www.suss.com/en/company/purchasing)

### Whistleblowing

Employees and third parties had access to various channels for reporting compliance violations. For example, anonymous tips could be provided via a whistleblower tool or reports submitted to the Compliance Officer by e-mail and/or telephone.

Violations can be anonymously reported on the following website: [+ https://suss.grc-cloud.de/Meldung](https://suss.grc-cloud.de/Meldung)

### Risk Management

Dealing with business risks responsibly is one of the principles of good corporate governance. SUSS MicroTec has a risk management system (RMS) in place that includes a compliance management system (CMS) and has an internal control system (ICS). These corporate governance systems are regularly reviewed and refined by the Management Board. The Audit Committee of SUSS MicroTec SE assesses the implemented control systems in an annual focus meeting to ensure their adequacy and effectiveness. The SUSS Group's size and structure were considered when designing and implementing the risk management system and internal control system. The Management Board ensures that the corporate governance systems implemented at SUSS MicroTec are adequate and effective in their entirety.

Details about risk management at the SUSS MicroTec Group are presented in the Risk Report, which is part of the Management Report. This includes the report on the accounting-related internal control and risk management system required by the German Commercial Code (HGB). In addition, the main features of the overall internal control system and the risk management system, including the compliance management system, are described and a statement

is made on the appropriateness and effectiveness of these systems.

### Transparency and Communication

SÜSS MicroTec SE promptly and regularly informs shareholders, analysts, shareholder associations, members of the media, and any interested members of the general public about the Group's current business developments and situation.

In addition, all information and publications relevant to the capital markets are published and can be viewed by the general public on the Company's website at: [+ https://www.suss.com/en/investor-relations](https://www.suss.com/en/investor-relations)

Corporate Communications at SÜSS MicroTec strives to inform all target groups in an equal and timely manner while guaranteeing the greatest possible transparency and equal opportunities in the capital market. In addition to quarterly news as well as semi-annual and annual reports, the Company uses telephone conversations, conferences, road shows, and websites to inform shareholders, institutional investors, analysts, and other interested parties about developments at the Group.

### Sustainable Governance

As a global company, we are rising to the challenges of our day and age. We want to make a contribution for future generations. This is why we incorporate social, economic, and environmental factors into our business decisions. For us, sustainable thinking and action includes the responsible use of natural resources, respect for one another, equal opportunities for all employees, and conduct in compliance with the law. We firmly believe that a systematic path toward sustainability will help the Company tap into new growth potential.

The Board of Management as a whole is responsible for sustainability; however, the Chief Financial Officer holds the operational responsibility for sustainability. The ESG Team is tasked with implementing the Sus(s)tainability program that we launched in 2021. The Team meets regularly under the leadership of the ESG manager and comprises employees with operational duties within the fields environment, social and governance. She reports directly to the Management Board and defines the sustainability targets together with the Management Board, the operating departments, and the functional areas of the Company.

### Working Procedures and Composition of the Management and Supervisory Boards as well as the Working Procedures and Composition of the Committees

SÜSS MicroTec SE is a European company (Societas Europaea), making it subject to the European SE regulations and the German SE Implementation Act, both of which have priority of application over the German Stock Corporation Law (AktG). The Company has a dual management and control structure consisting of the Management Board and the Supervisory Board. Both Boards work together closely in the interest of the Company and pursue the common goal of increasing the enterprise value sustainably while providing employees with an attractive workplace. The work of the Management Board and Supervisory Board and the Audit Committee of the Supervisory Board is governed by the bodies' respective bylaws. The composition of the Management Board and Supervisory Board is also based on a diversity concept and its objectives.

## Composition and Working Procedures of the Management Board

The Management Board of SÜSS MicroTec SE consists – and, as of December 31, 2023, consisted – of three members who jointly manage the business as equal members of the Management Board.

Name	Function	Member since	Appointed until
Burkhardt Frick	Chief Executive Officer	09/11/2023	09/10/2026
Dr. Cornelia Ballwiefßer	Chief Financial Officer	07/01/2023	06/30/2026
Dr. Thomas Rohe	Chief Operations Officer	05/01/2021	04/30/2027

The Management Board is responsible for managing the Company. The members of the Management Board have a duty to safeguard and promote the Company's interests. This duty also exists under law if, among other things, members of the Management Board are represented in oversight bodies such as a supervisory board or a board of directors at SÜSS MicroTec Group companies. The members of the Management Board decide on fundamental issues of business policy as well as on annual and multi-year planning. They develop the Company's strategy, coordinate it with

the Supervisory Board, and ensure that it is carried out. The Management Board informs the Supervisory Board about matters such as business policy, including the sustainability strategy, and all relevant issues related to planning, business development, risk position, risk management, and compliance on a regular, prompt, and comprehensive basis.

In addition, the Management Board is responsible for preparing the Company's quarterly and interim reports, SÜSS MicroTec SE's annual financial statements, and the consolidated financial statements. Furthermore, the Management Board sees to the observance of legal provisions, government regulations, and internal corporate policies and acts to ensure compliance by employees of all Group companies.

The Chair of the Management Board is responsible for, among other things, issuing guidelines, setting targets, monitoring their achievement and, if necessary, initiating the requisite measures, coordinating the entire Management Board, dealing with fundamental issues, coordinating with the Supervisory Board, representing the company to authorities and the public, and chairing Management Board meetings.

Management Board meetings are held regularly, usually once a week. They can also be held as part of meetings between the Management Board and the rest of the management team. Management Board meetings are called (if necessary) and chaired by the Chairman of the Management Board. They have to be called if a Management Board member demands that they be called. The Company by-laws for the Management Board cover many other Management Board issues.

### Remuneration of the Management Board

The Supervisory Board of SÜSS MicroTec SE passed a resolution regarding a revised remuneration system for the Management Board members on March 29, 2022, that was approved by the Shareholders' Meeting on May 31, 2022, by a majority of 98.35 percent of the votes cast. The remuneration system applies to all employment contracts with Management Board members that are due to be concluded or extended.

The Remuneration Report and the auditor's report pursuant to Section 162 AktG, the applicable remuneration system for the Management Board members pursuant to Section 87a (1) and (2) (1) AktG, and the latest Shareholders' Meeting remuneration resolution pursuant to Section 113 (3) AktG regarding the remuneration of Supervisory Board

members are publicly available under the heading “Remuneration of the Management and Supervisory Board” at the following webpage: <https://www.suss.com/en/investor-relations/corporate-governance>

### Composition and Working Procedures of the Supervisory Board and its Committees

The Supervisory Board monitors and consults the Management Board with regard to the management of the Company and appoints the members of the Management Board. The Supervisory Board discusses business development and planning as well as strategy and its implementation with the Management Board at regular intervals. It examines and assesses quarterly and interim reports and approves the annual financial statements of SÜSS MicroTec SE as well as the consolidated financial statements, taking into account the results of the audit and reports from the auditor. Its responsibilities also include monitoring the Company’s compliance with legal provisions, government regulations, and internal corporate policies. Significant business events require its approval. The Management Board is also obligated to inform the Supervisory Board of all significant events, including those that do not require the Supervisory Board’s approval. The Chair of the Supervisory Board coordinates the work of the Supervisory

Board, chairs its meetings, and looks after the body’s interests externally. Since the thresholds set in the SÜSS MicroTec SE participation agreement have not yet been reached, the Supervisory Board of SÜSS MicroTec SE is currently comprised of shareholder representatives only.

In accordance with the articles of incorporation, the Supervisory Board of SÜSS MicroTec SE consists of five members that are appointed by the Shareholders’ Meeting. Between October 17, 2022, and September 10, 2023, the Supervisory Board consisted of four members because Supervisory Board member Dr. Bernd Schulte temporarily moved to the Management Board of SÜSS MicroTec SE as its Chair to replace Dr. Bendele, who took a hiatus and resigned from the Management Board. Dr. Bernd Schulte’s Supervisory Board mandate was suspended during this period. All Supervisory Board members are independent and have presented the Company with written statements to this effect.

Except for Jan Smits’s term, which will end upon the conclusion of the ordinary Shareholders’ Meeting in 2025, the current terms of the Supervisory Board members will end upon the conclusion of the ordinary Shareholders’ Meeting in 2026.

The Chair of the Supervisory Board represents the Supervisory Board externally and vis-à-vis the Management Board and issues statements on behalf of the Supervisory Board. If a statement is to be made to the Supervisory Board, it suffices if it is made to the Chair of the Supervisory Board. In all other matters, the Chair of the Supervisory Board shall have the duties and rights set forth by law, the articles of incorporation, and the Company bylaws for the Supervisory Board. The Chair of the Supervisory Board maintains regular contact with the Management Board, and in particular with the Chief Executive Officer, and consults with them on matters including the strategy, business development, and risk management of the Company and the Group. The Chief Executive Officer immediately informs the Chair of the Supervisory Board about business transactions which may have a significant influence on the situation of the Company and/or its affiliated companies. The Chair of the Supervisory Board then informs the Supervisory Board, and if necessary convenes an extraordinary Supervisory Board meeting. The Supervisory Board has adopted Company bylaws that are published on the Company’s website: <https://www.suss.com/en/investor-relations/corporate-governance>

### Composition of the Supervisory Board

Name	Function	Member since	Appointed until
Dr. David Dean	Chair of the Supervisory Board, Chair of the Personnel Committee, financial expert for financial reporting	05/20/2020	AGM 2026
Dr. Myriam Jahn	Vice Chair of the Supervisory Board, Chair of the Sustainability Committee	05/31/2017	AGM 2026
Dr. Bernd Schulte <sup>1</sup>	Member of the Supervisory Board	11/06/2020	AGM 2026
Jan Smits	Member of the Supervisory Board	05/20/2020	AGM 2025
Prof. Dr. Mirja Steinkamp	Deputy Chair of the Audit Committee, financial expert for auditing	03/04/2022	AGM 2026

<sup>1</sup> Supervisory Board mandate suspended from October 17, 2022, up to and including September 10, 2023; Dr. Bernd Schulte served as the Chief Executive Officer of SÜSS MicroTec SE during this period.

### Supervisory Board Committees

The Supervisory Board of SÜSS MicroTec SE has formed three committees: a Personnel Committee (which is also the Nomination Committee and Remuneration Committee), an Audit Committee, and a Sustainability Committee. The committees consist of at least three members, but they do not make decisions on behalf of the Supervisory Board; instead, they prepare its decisions. The various committee chairs report regularly to the Supervisory Board on the work being done by the committees.

As of December 31, 2023, the **Audit Committee** consisted of the Supervisory Board members Prof. Dr. Mirja Steinkamp (Chair), Dr. David Dean, Dr. Bernd Schulte, and Jan Smits. The Audit Committee performs the tasks required by law and recommended by the GCGC. It primarily deals with monitoring the financial reporting process for financial and non-financial reporting, the adequacy and effectiveness of the internal control system, the risk management system, the internal auditing, and the compliance management system, as well as the audit of the financial statements, particularly auditor selection and independence as well as

the quality of the audit and any additional services provided by the auditor.

**The members of the Audit Committee were as follows, as of December 31, 2023, and are:**

- > Prof. Dr. Mirja Steinkamp  
(Chair, financial expert for financial statement auditing)
- > Dr. David Dean  
(financial expert for financial reporting)
- > Dr. Bernd Schulte
- > Jan Smits

As of December 31, 2023, the **Personnel Committee** (which is also the Nomination Committee and Remuneration Committee) still consisted of the Supervisory Board members Dr. David Dean (Chair), Dr. Myriam Jahn, and Jan Smits. This committee deals with matters concerning the Management Board – in particular, preparations for the appointment of Management Board members, the competence profile, the preparation of Management Board service contracts, and the remuneration of Management Board members. The Chair of the Supervisory Board is simultaneously the Chair of the Personnel Committee.

**The members of the Personnel Committee were as follows, as of December 31, 2023, and are:**

- > Dr. David Dean (Chair)
- > Dr. Myriam Jahn
- > Jan Smits

As of December 31, 2023, the **Sustainability Committee** (ESG Committee) consisted of the Supervisory Board members Dr. Myriam Jahn (Chair), Jan Smits, and Prof. Dr. Mirja Steinkamp. The Sustainability Committee is responsible for monitoring and consulting on the Company's environmental and sustainability programs as well as monitoring and consulting on social and governance guidelines. It consults the Company at non-financial reporting and proposes the non-financial targets to be used when setting targets for Management Board remuneration for the Personnel Committee.

**The members of the Sustainability Committee were as follows, as of December 31, 2023, and are:**

- > Dr. Myriam Jahn (Chair)
- > Jan Smits
- > Prof. Dr. Mirja Steinkamp

### Self-Assessment of the Supervisory Board and its Committees

The Company bylaws of the Supervisory Board require the Supervisory Board and its committees to undergo an efficiency review regarding the performance of their duties at least once a year as a self-assessment. In the Supervisory Board's Company bylaws, the aspects covered by the efficiency review include:

- > The processes within the Supervisory Board
- > The quality of the discussion
- > The focus of the Supervisory Board
- > The necessity for creating additional committees

On March 27, 2023, as part of an ordinary Supervisory Board meeting, the Supervisory Board conducted a self-assessment in accordance with the recommendation of the German Corporate Governance Code (GCGC) to evaluate how effectively the entire Supervisory Board and its committees perform their duties. The efficiency of the activities of the entire Supervisory Board and its committees is evaluated regularly by all members using questions and checklists.

### Independence of Supervisory Board Members

According to the current version of the German Corporate Governance Code, the Supervisory Board should include what it considers to be an appropriate number of independent members. All Supervisory Board members are considered independent and have presented the Company with a written declaration of independence.

### Remuneration of the Supervisory Board

The remuneration of the Supervisory Board members is set out in Section 20 of the articles of incorporation of SÜSS MicroTec SE as follows:

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 section 1, sentence 1 of the Company bylaws. In addition, each member of the Audit Committee receives an annual fixed remuneration of €15,000.00, each member of the Personnel Committee receives an annual fixed remuneration of €10,000.00, and each member of other committees established by the Supervisory Board receives an annual fixed remuneration of €10,000.00 per committee. The Chairs of the committees each receive 2.0 times the aforementioned

amounts. If a Supervisory Board member belongs to two committees at the same time, only the highest-paid committee membership is remunerated in addition to the fixed annual remuneration pursuant to sentence 1. If a Supervisory Board member belongs to more than two committees at the same time, only the committee membership in the two highest-paid committees 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, such as face-to-face meetings, telephone or video conferences, or a corresponding connection. Multiple meetings (regardless of whether they are meetings for the Supervisory Board or committees) held on the same day are not remunerated more than once.

The remuneration systems for the members of the Management and Supervisory Board are available on the following website under the heading “Remuneration of the Management and Supervisory Board” <https://www.suss.com/en/investor-relations/corporate-governance>

## Supervisory Board Targets and Criteria Regarding its Composition

In accordance with the articles of incorporation, the Supervisory Board of SÜSS MicroTec SE currently consists of five members. Its composition reflects not only the required skill profile but also the diversity concept, which is explained in more detail below. The term of Supervisory Board members usually runs until the end of the Shareholders’ Meeting that decides on the discharge of liability for the fourth fiscal year following the start of the term, not including the fiscal year in which the appointment is made.

The age limit set by the Supervisory Board for its members is 70 years and is taken into account in the Supervisory Board’s proposals to the Shareholders’ Meeting.

In its bylaws, the Supervisory Board has set a maximum term of office of twelve years for Supervisory Board members. However, in SÜSS MicroTec’s opinion, restricting how long an individual may remain in the Supervisory Board does not foster independent and responsible action by the Supervisory Board. On the contrary, given the complex product and corporate structure, a certain length of service in the Supervisory Board should be viewed

positively since, over time, one can gain valuable Company-specific experience and knowledge that can benefit the Company.

The Supervisory Board must consider the skill profile and its objectives in the nomination proposals that it presents to the Shareholders’ Meeting. The Board always considers diversity as defined by the diversity concept, based on the legally mandated gender quota, but also in terms of criteria such as age, origin, and independence. An age limit for Supervisory Board members was specified in the Company bylaws of the Supervisory Board in accordance with recommendation C.2 of the GCGC. Compliance with skill profile, diversity, and length of service requirements is indicated in this Declaration on Corporate Governance.

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

## Skill Profile of the Supervisory Board

The Supervisory Board of SÜSS MicroTec SE aims not only to perform its supervisory function but also to intelligently advise the Management Board of SÜSS MicroTec SE by virtue of its members' knowledge, skills, and professional experience. The Supervisory Board of SÜSS MicroTec SE therefore defined concrete objectives for its composition several years ago and developed a comprehensive skill profile that is regularly reviewed and updated by the Supervisory Board. The most recent review took place in January 2024.

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

- > Integrity and assumption of ethical responsibility
- > Business or operational understanding of business models in and outside the semiconductor market
- > Commitment
- > Analytical and systematic thinking, as well as vision
- > Openness to new ideas and innovative thinking
- > Negotiation and reasoning skills
- > Social skills
- > The capacity to act as a team player, especially given the need for interdisciplinary collaboration
- > Appreciation of cultural diversity

Member availability and independence, as defined by the GCGC, are ensured as essential conditions of service.

The overall Supervisory Board should have industry and Company-specific professional knowledge, skills, and experience. Each member should contribute their key professional competencies to the full Supervisory Board as needed but does not have to personally possess all the expert knowledge listed below. The minimum number of experts sought in the target profile is specified for each

criterion. Diversity and teamwork skills should result in the totality of all these competencies being greater than the sum of the professional competencies of the individual Supervisory Board members. An overview of the relevant requirements and qualifications of the Supervisory Board, as well as coverage of the skill profile, is presented in the following matrix and on our website at: [+ https://www.suss.com/en/company/organization](https://www.suss.com/en/company/organization)

In the following figure, two checks indicate a particularly high level of expertise and experience in the relevant subject area, while one check indicates full possession of the relevant expertise. The matrix is based on the Supervisory Board's self-assessment.

**Qualification Matrix for the Supervisory Board and Status of the Implementation of the Competency Profile**

Implementation of the Competency Profile (incl. Diversity Concept)	Dr. Dean	Dr. Jahn	Dr. Schulte	Jan Smits	Prof. Steinkamp
<b>Length of Membership:</b>					
Member since	2020	2017	2020	2020	2022
Elected until	2026	2026	2026	2025	2026
<b>Diversity:</b>					
Year of Birth	1958	1968	1962	1954	1970
Gender	male	female	male	male	female
Nationality	British/German	German	German	Dutch	German
Educationak Background	PhD physics	PhD Business Administration	PhD physics	Master's degree engineering	professor for corporate accounting and auditing
<b>Skill Profile:</b>					
Integrity and assumption of ethical responsibility	✓✓	✓✓	✓✓	✓✓	✓✓
Business or operational understanding of business models in and outside the semi- conductor market	✓	✓	✓✓	✓✓	✓

Continuation on the next page ↓

Continuation ↓

**Qualification Matrix for the Supervisory Board and Status of the Implementation of the Competency Profile**

<b>Implementation of the Competency Profile (incl. Diversity Concept)</b>	<b>Dr. Dean</b>	<b>Dr. Jahn</b>	<b>Dr. Schulte</b>	<b>Jan Smits</b>	<b>Prof. Steinkamp</b>
Commitment	✓✓	✓✓	✓✓	✓✓	✓✓
Analytical and systematic thinking as well as vision	✓✓	✓✓	✓✓	✓✓	✓✓
Openness to new ideas and innovative thinking	✓✓	✓✓	✓✓	✓✓	✓✓
Negotiation and reasoning skills	✓✓	✓✓	✓✓	✓✓	✓✓
Social skills	✓✓	✓✓	✓✓	✓✓	✓✓
Team player, especially given the need for interdisciplinary collaboration	✓✓	✓✓	✓✓	✓✓	✓✓
Appreciation of cultural diversity	✓✓	✓	✓	✓✓	✓
Independence	✓✓	✓	✓	✓✓	✓

**Qualification Matrix for the Supervisory Board and Status of the Implementation of the Competency Profile**

Qualification Matrix	Dr. Dean	Dr. Jahn	Dr. Schulte	Jan Smits	Prof. Steinkamp
Experience at the senior level of a technology company in a medium-sized and international environment, preferably C-level at a listed company	✓✓	✓	✓✓	✓✓	
Experience in the semiconductor market and semiconductor equipment market from a customer and technology perspective	✓	✓	✓✓	✓✓	✓
International leadership and customer experience with a focus on the main sales markets of SÜSS MicroTec SE in Asia	✓✓	✓	✓✓	✓✓	
Experience in strategy development, execution, and resulting transformation processes in rapidly changing markets	✓✓	✓✓	✓✓	✓✓	✓
Information technology: Solid digitalization expertise, particularly in the development of Company processes		✓✓	✓	✓	✓
Research and development: In-depth expertise in product digitalization and innovation		✓✓	✓✓	✓✓	
Market: Extensive experience and expertise in sales, marketing, and after-sales service in the international machinery and plant engineering business	✓	✓✓	✓✓	✓✓	

Continuation on the next page ↓

Continuation ↓

**Qualification Matrix for the Supervisory Board and Status of the Implementation of the Competency Profile**

Qualification Matrix	Dr. Dean	Dr. Jahn	Dr. Schulte	Jan Smits	Prof. Steinkamp
Operations: Profound expertise in production, supply chains, and quality management in the international machinery and plant engineering business		✓	✓✓	✓✓	
Human Resources: Experience and expertise in international human resources planning and leadership, talent management, and organizational development	✓✓	✓	✓	✓	✓
Accounting: Special knowledge and experience in the application of accounting principles and internal control and risk management systems as well as in financial reporting and non-financial reporting or sustainability reporting	✓✓		✓		✓✓
Auditing: Special knowledge and experience in auditing financial statements and auditing non-financial and sustainability reporting	✓		✓		✓✓
Internal control systems: Expertise in corporate planning, corporate management, internal auditing and compliance and risk management, particularly with regard to risks which relate to digitalization, such as cyber risks.	✓✓	✓	✓✓	✓	✓✓

Continuation on the next page ↓

Continuation ↓

**Qualification Matrix for the Supervisory Board and Status of the Implementation of the Competency Profile**

Qualification Matrix	Dr. Dean	Dr. Jahn	Dr. Schulte	Jan Smits	Prof. Steinkamp
Accounting: Special knowledge and experience in the application of accounting principles and internal control and risk management systems as well as in financial reporting and non-financial reporting or sustainability reporting	✓✓	✓	✓✓	✓	✓✓
Law: National and international legal and regulatory framework for Company processes and products		✓	✓		✓✓
Experience in target and implementation in environmental issues, in particular greenhouse gas (GHG) reduction and circular economy, in products and processes, proven knowledge of the associated standards (environment)	✓✓	✓✓	✓✓	✓✓	✓
Experience in target and implementation in social and socio-political issues, in particular employee satisfaction and employer branding (social)	✓	✓	✓✓	✓✓	✓
Experience in supervisory and committee work, knowledge of relevant CSR, GCGC and other corporate governance standards, in particular in connection with compliance and risk management and responsible supply chain (governance)	✓✓	✓✓	✓	✓	✓✓

**Status of the implementation on December 31, 2023:**

Dr. David Dean has been the Chair of the Supervisory Board since May 2020. He has many years of international experience as well as market and technology expertise. Dr. Dean is a long-time member of the Audit Committee of an international listed company and heads its Risk and Compliance committee. Jan Smits brings to the Supervisory Board additional international expertise and distinct experience in the semiconductor equipment sector. Dr. Myriam Jahn (Deputy Chair of the Supervisory Board), an expert in the subject matter area of digital transformation, has been on the Supervisory Board since 2017. Dr. Bernd Schulte, an international technology and industry expert and a former Member of the Management Board of a listed technology company, joined the Supervisory Board in November 2020. Prof. Mirja Steinkamp, who has been a Supervisory Board member since March 4, 2022, has been the financial expert for financial reporting and Chair of the Audit Committee since April 1, 2022. Prof. Steinkamp has many years of experience as the chair of the Audit Committee and as deputy chair of the supervisory boards of listed and unlisted companies. She is an expert in financial statement auditing and very knowledgeable about financial reporting. As an auditor, tax consultant, and chair of the Audit Committee,

she has special knowledge and experience in the application of accounting principles in accordance with the German Commercial Code (HGB), the German Income Tax Act (EStG), and IFRS, audits of internal control and risk management systems (including the compliance management system), and audits of nonfinancial and sustainability reporting. In 2019, Prof. Dr. Steinkamp was appointed to the examination board for public accountants for a five-year term. Since 2022, she has been a lecturer at Interfin Forum GmbH, which offers the courses “Qualified Supervisory Board Member” and “Audit Committee Financial Expert” as well as workshops on “Auditing Sustainability Reporting.” Dr. David Dean serves as a financial expert for financial reporting in the Audit Committee. Dr. Dean has extensive experience as an Audit Committee member and chair of the risk and compliance committees of listed companies. He has knowledge and experience in financial reporting, particularly IFRS financial reporting principles, as well as auditing of internal control and risk management systems, including compliance management systems and cybersecurity risk management.

The Supervisory Board considers its composition to be appropriate in regard to the legal objectives and the current Company situation.

## Diversity Concept

Diversity is generally an important requirement for maintaining competitiveness and achieving sustainable corporate success. The diversity concept has the following objectives:

- Sufficient diversity of expertise among senior executives will generate a broad spectrum of experience and varying perspectives that can be used to the benefit of the Company.
- Increasing internationalization requires the management of diverse teams whose members not only have different cultural backgrounds but also different ages, genders, and educational backgrounds.
- A balanced age structure helps to retain knowledge and professional and life experience for as long as possible in the Company's best interests and introduces new ideas and energy at the same time.

## Supervisory Board

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

The diversity concept for appointments to the Supervisory Board requires, on the one hand, a distinct ability to make judgments regarding technology as well as relevant knowledge of markets on an international scale in order to be able to assess trends and developments in our very dynamic markets with foresight and reliability. Particularly important skills include not only a deep understanding of technology but also knowledge and experience in strategy development and execution and the resulting transformation processes in fast-moving markets, financial reporting, human resources, and sustainability.

In addition to this key expertise, the Company expects Supervisory Board members and candidates to have broad experience in other areas that complements the optimal composition of the Supervisory Board. Consequently, it is the objective of the Supervisory Board to attract not only the two Financial Experts but also experienced individuals to cover these areas as well. The Supervisory Board's diversity profile also features a balanced age structure, a healthy mix of genders, and different countries of origin and cultural backgrounds. The requirements set out in the diversity concept and skill profile are considered when selecting candidates for the Supervisory Board. Suitable candidates have been and are being sought internationally. Dr. David Dean and Jan Smits bring international expertise to the Supervisory Board, while two women – Dr. Myriam Jahn and Prof. Dr. Mirja Steinkamp – hold important positions on the Company's Supervisory Board. Dr. Bernd Schulte fills out the diversity profile as a high-level industry expert and former board member of a listed semiconductor equipment manufacturer based in Germany.

## Management Board

SUSS MicroTec regularly addresses diversity in corporate governance as stipulated by the GCGC. Management Board members should have relevant experience in leading internationally operating, listed companies and present a balanced mix of ages and genders. Key suitability criteria for the Company include professional qualifications for the department being managed, the personalities of the potential candidates, and their previous accomplishments. The Supervisory Board has thus defined a diversity concept for the composition of the Management Board in accordance with Section 289f (2) (6) HGB. Candidates for the Management Board have different competence and personality profiles that complement each other. Depending on the Company's current situation, it may make sense to review or re-weight individual criteria.

Members of the Management Board should, among other things:

- > Have extensive years of leadership experience, ideally international
- > Have different specialist qualifications and skill profiles that complement each other
- > Have an excellent technological understanding and in-depth knowledge of markets and technology of the semiconductor industry for the Chief Executive Officer
- > Have experience in the areas of strategic corporate planning as well as M&A
- > Have specialist knowledge in the areas of public interest entities, compliance, and risk management, as well as specifically in the area of finance, and experience in the areas of accounting and annual audits
- > Provide an appropriate combination of ages and genders across the entire Management Board

The aim of the diversity concept for the Management Board is to consciously leverage diversity across perspectives, qualifications, and experiences in order to remain competitive and achieve long-term commercial success for SÜSS MicroTec. A workforce with a balanced age, gender, and

origin structure also deepens understanding within the Company of the wide variety of expectations of international customers.

The applicants for a Management Board position are identified and then selected following the rules of non-discrimination. The Supervisory Board selects suitable candidates based on the aforementioned diversity criteria and targets, such as the candidate's personality, international management experience, educational and professional background, age, and gender.

Appointing Dr. Cornelia Ballwieser as Chief Financial Officer increased the proportion of women on the Management Board of SÜSS MicroTec SE to one-third, bringing the Company a big step closer to its diversity goals. She has profound knowledge of communication in the financial markets, accounting and financial reporting of international stocklisted companies, as well as extensive knowledge and experience finance matters, strategic planning and with M&A transactions. Burkhardt Frick joined the Management Board team in September 2023 and, as an engineer, brings extensive industry experience and a very international background to the Company.

## Act for the Equal Participation of Women and Men in Management Positions

As described in the diversity concept, SÜSS MicroTec strives to boost diversity in the Company and thus increase both the share of women and the internationality of its employees and managers. The Management Board and Supervisory Board are primarily committed to the social and professional qualifications of all its employees.

Under the German Stock Corporation Act, the Supervisory Board sets targets for the proportion of women on the Supervisory Board and Management Board. The Management Board sets targets for the proportion of women in the two management levels below the Management Board. If women hold less than 30 percent of these positions when the targets are set, the target figures must not fall below the achieved proportion.

The Supervisory Board of SÜSS MicroTec SE decided on March 2, 2022 for the period beginning at July 1, 2022, that two of its five members should be female by June 30, 2027. This translates into a target quota of 40 percent women. In addition, the Supervisory Board decided for the period beginning at July 1, 2022, that one member of the three-member Management Board should be female by June 30, 2027. This translates into a target quota of 33.33 percent women.

Body	Targeted share of women by June 30, 2027	Share of women as of December 31, 2023	Determined by
Supervisory Board	40%	40%	Supervisory Board
Management Board	33.33%	33.33%	Supervisory Board

The Management Board of SÜSS MicroTec SE wishes to specifically promote women and decided on February 16, 2022, for the period beginning at July 1, 2022, that women will constitute 36% of the first and second management levels below the Management Board at SÜSS MicroTec SE by June 30, 2027.

Level	Targeted share of women by June 30, 2027 <sup>1</sup>	Share of women as of December 31, 2023 <sup>1</sup>	Determined by
First management level	36%	46.2%	Management Board
Second management level	36%	42.9%	Management Board

1 With regard to the organizational structure of SÜSS MicroTec SE

The target for the first management level was achieved as of December 31, 2023, at 46.2 percent. The target for the second management level was also achieved as of December 31, 2023; it was well above the desired target at 42.9 percent.

## Long-Term Succession Planning

One of SÜSS MicroTec's key business segments is the high-precision multiplication of microstructures in the area of semiconductor manufacturing. As a listed company with nearly 75 years of international industry experience, extremely discerning customers, and high quality standards,

the Company is accelerating the research and development of high-tech products and processes. It is therefore strategically important for SÜSS MicroTec to have a Management Board with suitably qualified candidates.

The Supervisory Board has asked the Management Board to systematically identify and develop potential candidates in management positions within the Group who have proven themselves from the perspective of the Management Board based on the experience of regular collaboration and who may be suitable candidates for Management Board duties. This is done with the objective of making the Supervisory Board even more familiar with these managers within the Group.

From the perspective of SÜSS MicroTec SE, a candidate's qualifications are the primary criteria for assuming a Management Board position at the Company. This includes previous professional performance and management experience in international companies, appropriate professional qualifications, and a high level of integrity. Attention is paid to diversity regarding nationality, gender, and industrial background as far as this is possible under the current circumstances of a small Management Board committee.

The potential candidates should have skill sets and personality profiles that vary and complement each other overall. With this in mind, the Supervisory Board revised and published a diversity concept for the composition of the Management Board as described above. Depending on the Company's actual situation, it may also make sense to reassess the weighting of individual criteria. The age limit for Management Board candidates is defined in the Company bylaws of the Management Board and is 65 years at the age of appointment.

## Stock Transactions by Officers (Directors' Dealings)

In accordance with Article 19 MAR, individuals who exercise management responsibilities at SÜSS MicroTec SE, including, in particular, the members of the Management Board and the Supervisory Board, are legally obligated to disclose their own transactions with shares of SÜSS MicroTec SE or corresponding financial instruments, particularly derivatives, insofar as the value of the transactions that a member of the Company with management responsibilities has carried out within the calendar year reaches €20,000 within a calendar year.

All own account transactions requiring disclosure have been published in accordance with legal regulations and can also be viewed by the general public on the Company's website at: [+ https://www.suss.com/en/investor-relations/directors-dealings](https://www.suss.com/en/investor-relations/directors-dealings)

