

Bylaws
of the Supervisory Board of
SÜSS MicroTec SE

resolved on March 14, 2024

Section 1
General

- (1) The Supervisory Board conducts its business in accordance with the law, the Statutes of the German Corporate Governance Code – insofar as the Management Board and the Supervisory Board have declared compliance with its recommendations in accordance with Section 161 of the German Stock Corporation Act (AktG) – and these Bylaws.
- (2) The Supervisory Board shall appoint at least two persons as members of the Management Board. The Supervisory Board may appoint a member of the Management Board as Chief Executive Officer.
- (3) The members of the Supervisory Board are obliged to act in the interests of the Company and shall not pursue personal interests in their decisions. The members of the Supervisory Board are not entitled to take advantage of business opportunities to which SÜSS MicroTec SE is entitled.
- (4) Each member of the Supervisory Board shall disclose conflicts of interest to the Chair, in particular those that could arise as a result of an advisory role or board function with customers, suppliers, lenders or other business partners. If a material conflict of interest arises on the part of a Supervisory Board member for a more than temporary time period, the Supervisory Board member in question is obliged to resign.
- (5) In its report to the Shareholders' Meeting, the Supervisory Board shall provide information on conflicts of interest and how they are handled. Furthermore, it shall report on the number of Supervisory Board meetings and committee meetings attended by

each member.

- (6) A Supervisory Board member who is not a member of the management board of a listed company shall hold no more than five supervisory board mandates or comparable positions with non-Group listed companies, whereby a supervisory board chairmanship counts double. A Supervisory Board member who is a member of the management board of a listed company shall hold no more than two supervisory board mandates or comparable positions with non-Group listed companies and shall not chair the supervisory board of a non-Group listed company.
- (7) Members of the Supervisory Board shall not exercise board functions or advisory roles for major competitors of the Company and shall not have a personal relationship with a major competitor.
- (8) The Supervisory Board shall specify concrete objectives for its composition and develop a competence profile for the entire board.
- (9) The Supervisory Board defines the information and reporting duties of the Management Board towards the Supervisory Board in an Information Policy.
- (10) As a rule, the members of the Supervisory Board should not be older than 70 years at the time of their election; this may be deviated from in justified individual cases. As a rule, the period of membership of the Supervisory Board should not exceed 12 years. As a rule, only candidates who are not older than 70 years at the time of their election should be proposed for election as a member of the Supervisory Board for a full standard term of office within the meaning of Section 12 para. 2 sentence 1 of the Articles of Association. Furthermore, as a rule, only candidates who have not already been a member of the Supervisory Board for 12 years at the time of their election should be proposed for election as a member of the Supervisory Board for a full standard term of office.

Section 2

Chair and Deputy Chair

- (1) The Supervisory Board shall elect a Chair and a Deputy Chair from among its members at a meeting held after the Shareholders' Meeting at which the Supervisory Board members are newly elected, whereby the eldest member elected by the Shareholders' Meeting acts as chair. No special invitation to this meeting of the Supervisory Board is

required. The elected Chair and Deputy Chair shall hold their appointments for the duration of their Supervisory Board membership.

- (2) The Deputy Chair shall act as chair in the event of the Chair being prevented from attending a meeting. If no Deputy Chair has been appointed, or if the Deputy Chair is also prevented from attending, the eldest member of the Supervisory Board that has been elected by the Shareholders' Meeting shall act as chair.
- (3) If the Chair or the Deputy Chair resigns from office prematurely, the Supervisory Board shall immediately hold a new election for the remaining term of office of the resigning member.

Section 3

Duties of the Chair of the Supervisory Board

- (1) The Chair shall represent the Supervisory Board externally and vis-à-vis the Management Board and shall issue 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 these Bylaws.
- (2) In urgent cases, the Chair is authorized to provisionally approve Company transactions which require the approval of the Supervisory Board according to the articles of incorporation or the Bylaws for the Management Board. A decision regarding such an approval is to be made at the next meeting of the Supervisory Board.
- (3) The Chair of the Supervisory Board shall maintain regular contact with the Management Board, and in particular with the Chief Executive Officer, and shall consult with them on the strategy, business development and risk management of the Company and the Group. The Chief Executive Officer shall immediately inform 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 shall then inform the Supervisory Board, and if necessary convene an extraordinary Supervisory Board meeting.
- (4) The Chair is authorized, within reasonable limits, to hold discussions with investors pertaining to issues specific to the Supervisory Board.

Section 4
Convention of Supervisory Board Meetings

- (1) The Supervisory Board shall hold at least two meetings per calendar half-year.
- (2) In addition to the ordinary meetings of the Supervisory Board, extraordinary meetings may be convened by the Chair at any time at the request of a member of the Supervisory Board or the Management Board. In addition, the provisions of Section 110 of the German Stock Corporation Act (AktG) apply.
- (3) Meetings of the Supervisory Board shall be convened in writing, by telex, fax, telephone, telegraph or e-mail by the Chair of the Supervisory Board with 14 days' notice. In calculating the notice period, the day on which the invitation is sent and the day of the meeting are not counted. In urgent cases, the Chair may reasonably shorten this period. The Chair of the Supervisory Board may cancel or postpone a convened meeting.
- (4) The place and time of the meeting as well as the agenda and the proposed resolutions shall be communicated with the convocation notice. If an individual item on the agenda has not been properly announced, a corresponding resolution may only be adopted if no member of the Supervisory Board objects or if there is a particular urgency. In the event of a change or addition to the agenda, absent members of the Supervisory Board shall be given the opportunity to subsequently object to the resolution or to cast their vote in writing within a reasonable period to be determined by the Chair. The resolution shall only become effective if the absent members of the Supervisory Board have not objected within the time limit, if they have abstained, or if they have voted to approve the resolution.

Section 5
Meetings of the Supervisory Board

- (1) Meetings of the Supervisory Board shall be headed by the Chair or, if the Chair is absent, by the Deputy Chair. Meetings may also be held in the form of a telephone or video conference, and individual Supervisory Board members may participate in meetings by telephone or video transmission. In such cases, resolutions shall be adopted by telephone or video conference or by telephone or video transmission. The Supervisory Board meeting at which the annual financial statements are approved shall be held at an in-person meeting.

- (2) The Management Board shall attend meetings of the Supervisory Board, unless the Supervisory Board decides otherwise.

Section 6

Resolutions of the Supervisory Board

- (1) Resolutions of the Supervisory Board are generally adopted in meetings. Meetings may also be held in the form of a telephone or video conference, and individual Supervisory Board members may participate in meetings by telephone or video transmission. The Chair shall determine the order in which items on the agenda are discussed and the manner of voting. Regarding items on the agenda that were not communicated with the convocation notice, resolutions may only be passed if no member objects or if there is a particular urgency. In the event of an addition to or amendment of the agenda, absent members shall be given the opportunity to subsequently object to the resolution within a reasonable period of time determined by the Chair. The resolution shall only become effective if no absent member has objected within the specified period.

- (2) The Supervisory Board constitutes a quorum if at least three members participate in the adoption of resolutions.

A member is deemed to participate in the adoption of resolutions even if that member abstains from voting. Absent members of the Supervisory Board may participate in the adoption of resolutions by having other Supervisory Board members submit written votes on their behalf.

- (3) Outside of meetings, resolutions may be adopted in writing, by telex, fax, telephone, telegraph or e-mail, if the Chair determines it in an individual case. Votes cast by telephone are to be confirmed immediately by the voting member of the Supervisory Board in writing or in text form; transmission of the confirmation may also be made by fax or e-mail or by other means of electronic communication. Resolutions passed outside meetings shall be recorded in writing by the Chair and circulated to all members.
- (4) Resolutions of the Supervisory Board require a simple majority of the votes cast. Abstentions shall be considered votes not cast. In the event of a tie, the Chair shall have the deciding vote. If the Chair of the Supervisory Board does not participate in the vote, the vote of the Deputy Chair shall be decisive.

- (5) Minutes shall be taken of the discussions and resolutions of the Supervisory Board. These shall be signed by the Chair of the Supervisory Board and forwarded to the members.
- (6) The Chair is authorized to issue the declarations of intent required to implement the resolutions of the Supervisory Board on behalf of the Supervisory Board.

Section 7

Committees, Procedures in the Committees

- (1) The Supervisory Board may form committees from among its members and, to the extent permitted by law, also delegate decision-making powers to them. To the extent legally permissible, the committees perform the tasks assigned to them on behalf of the Supervisory Board.
- (2) The Supervisory Board shall appoint one member of each committee as chair.
- (3) The committee chair may consult with members of the Supervisory Board who are not members of the committee.
- (4) The observance of a special notice period for invitations to the committee meetings is not required. Announcement of the agenda and delivery of specific documents for the agenda prior to committee meetings is not required. Otherwise, the provisions of the articles of incorporation and of these Bylaws for the full Supervisory Board apply to the convention, the meetings and the resolutions of the committees.
- (5) Minutes shall be taken of the discussions and resolutions of a committee for submission to the full Supervisory Board. The minutes shall be sent to all members of the respective committee.

Section 8

Individual Committees

- (1) The Supervisory Board shall appoint a Personnel Committee, an Audit Committee and a Sustainability Committee (ESG Committee). The committees shall each consist of at

least three members. These committees prepare meetings of the full Supervisory Board but do not make decisions in place of the Supervisory Board. Each committee chair regularly reports to the Supervisory Board on the activities of the respective committee.

- (2) The Audit Committee shall deal in particular with questions of accounting and risk management, the internal control system and the compliance management system, the required independence of the auditor, issuance of the audit mandate to the auditor, the determination of audit focal points, and the fee agreement.
- (3) The Personnel Committee shall deal with matters concerning the Management Board – in particular, preparations for the appointment of Management Board members, 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.
- (4) The Personnel Committee also assumes the tasks of a nominating committee within the meaning of the German Corporate Governance Code.
- (5) The Sustainability Committee (ESG Committee) is responsible for monitoring and advising on the company's environmental and sustainability programs and monitoring and advising on social and governance guidelines.

Section 9

Assignment of Duties to Individual Members of the Supervisory Board

The Supervisory Board may assign a member to oversee management of the business or examine individual business transactions. The assigned Supervisory Board member shall report on such activities at the meeting of the responsible committees and the Supervisory Board. In all other respects, Section 105 (2) of the German Stock Corporation Act (AktG) applies.

Section 10

Resolutions and Reports on Corporate Governance

- (1) The Supervisory Board shall discuss the status and further development of corporate governance at SUSS MicroTec SE at least once a year. In particular, these discussions

shall cover:

- compliance with the recommendations of the German Corporate Governance Code
 - remuneration policies for the members of the Management Board;
 - the review of the Management Board's reporting obligations to the Supervisory Board and the provision of information by the Management Board to the Supervisory Board.
- (2) The Supervisory Board shall conduct a self-evaluation regarding the efficiency of its activities and the effectiveness of its committees at least once a year. The efficiency evaluation shall cover, in particular:
- the processes within the Supervisory Board
 - the quality of discussions
 - the focus of the Supervisory Board
 - the necessity of creating additional committees.
- (3) Together with the Management Board, the Supervisory Board shall issue a declaration pursuant to Section 161 AktG, whereby it explains in particular the deviations of SÜSS MicroTec SE from the recommendations of the German Corporate Governance Code. Additionally, the Supervisory Board shall evaluate the Company's corporate governance. A report on this shall be published in the Company's Annual Report.

Section 11

Reimbursement of Expenses

Travel expenses and expenses incurred in connection with Supervisory Board activities shall be reimbursed.

Section 12

Confidentiality

- (1) Members of the Supervisory Board shall maintain confidentiality vis-à-vis third parties with respect to facts of which they become aware in the course of their activities as members of the Supervisory Board. This obligation shall continue after the termination of their office. In particular, the votes cast, the course of the debate, positions taken

and personal statements made by individual members of the Supervisory Board are subject to the confidentiality obligation.

- (2) Any disclosure of information to third parties that is not permissible may only be made with the consent of the Chair of the Supervisory Board. If the Chair does not consent to the disclosure of information, a decision from the Supervisory Board shall be obtained without delay at the request of the Supervisory Board member concerned. In such cases, the Supervisory Board member is only entitled to pass on information if three-fourths of the Supervisory Board agree.
- (3) Upon leaving office, members of the Supervisory Board are obliged to hand over to the Company all documents in their possession that relate to Company matters and have not been made public, together with duplicates, copies and transcripts.

Section 13

Entry into Force of the Bylaws

These Bylaws enter into force upon signature and shall be published on the Company's homepage.

Garching, Germany, March 14, 2024

signed

Dr. David Dean

Chair of the Supervisory Board