

DISCLOSURES OF TAKEOVER PROVISIONS IN ACCORDANCE WITH SECTION 289A GERMAN COMMERCIAL CODE (HGB) AND SECTION 315A HGB

1. Composition of the subscribed capital

As of December 31, 2023, the Company's subscribed capital amounted to EUR 19,115,538.00 (previous year: EUR 19,115,538.00). The equity capital is divided into 19,115,538 (previous year: 19,115,538) registered, no-par-value individual shares representing a pro-rata amount of EUR 1.00 per share. The shares are fully paid in. The same rights and obligations apply to all shares. Each share confers one vote at the Shareholders' Meeting and determines the shareholders' portion of the Company's profits. A shareholder in relation to the Company is only someone who is entered as such in the register of shareholders. Shareholders must provide the Company with the information necessary to be included in the share registry.

2. Restrictions affecting voting rights or the transfer of shares

There are no restrictions with regard to voting rights or the transfer of shares, as stipulated by the Articles of Incorporation. We are also not aware of the existence of such agreements between shareholders.

3. Participations in capital that exceed 10 percent of the voting rights

Kempen Oranje Participaties N.V. and Kempen Capital Management N.V informed us in October 2022 that their joint share of voting rights in SÜSS MicroTec SE had exceeded the 10 percent threshold on October 25, 2022, and has been 10.01 percent since then. As of the reporting date of December 31, 2023, the joint share in the equity capital was still 10.01 percent.

The latest voting rights announcements in accordance with the German Securities Trading Law (WpHG) are published on the website > www.suss.com in the Investor Relations section.

4. Shares with extraordinary rights that grant controlling authority

Shares with extraordinary rights that grant controlling authority do not exist.

5. Type of voting rights control if employees hold shares in the capital and do not exercise their control rights directly

If SÜSS MicroTec SE issues shares to employees as part of an employee share program, the shares are transferred directly to the employees. The beneficiary employees who hold shares of employee stock may exercise their control rights in the same way as any other shareholder directly in accordance with applicable laws and the Articles of Incorporation. There is currently no stock option program for employees.

6. Statutory provisions and provisions of the Articles of Incorporation relating to the appointment and removal of directors and the amendment of the Articles of Incorporation

The appointment and dismissal of members of the Management Board are regulated in Articles 39, 46 SE-VO, Section 16 SE Implementation Act, Sections 84 and 85 of the German Stock Corporation Law (AktG), and Section 8 of the Company's Articles of Incorporation. Accordingly, members of the Management Board are appointed by the Supervisory Board for a maximum of six years. A reappointment or extension of their terms is permitted for a maximum of six years. The Supervisory Board decides on the appointment and dismissal of Management Board members with a simple majority vote. The Management Board consists of a minimum of two persons, whereby the number of Management Board members is determined by the Supervisory Board. The Supervisory Board may appoint a member of the Management Board as the Chairman or Spokesman of the Management Board as well as a Deputy Chairman or Spokesman of the Management Board. If a required member of the Management Board is absent, in urgent cases the member can be legally summoned upon petition by a concerned party. The Supervisory Board may revoke the appointment of a Management Board member and the nomination of the Chairman of the Management Board for good cause.

Changes to the Articles of Incorporation require a resolution by the Shareholders' Meeting. Pursuant to Section 27 (1) of the Articles of Incorporation, such resolutions require a simple majority of the votes cast and a simple majority of the equity capital represented when the resolution is passed unless the law prescribes a larger majority. The authority to make changes that only affect the wording is assigned to the Supervisory Board in accordance with Section 18 (3) of the Articles of Incorporation.

7. Authority of the Management to issue or repurchase shares

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

In the process, the shareholders are granted subscription rights. The new shares can also be taken over by one or more banks determined by the Management Board with the obligation to offer these to shareholders (indirect subscription rights). However, the Management Board is authorized to exclude the subscription rights of shareholders with the approval of the Supervisory Board:

- a) to offset fractional amounts;
- b) if in the case of an increase in capital stock for non-cash contributions, the granting of shares is for the purpose of acquiring companies, parts of companies, or holdings in companies (including an increase in existing holdings) or for the purpose of acquiring claims against the Company;
- c) if an increase in capital stock for cash contributions does not exceed 10% of the equity capital and the issue price of the new shares is not significantly lower than the stock market price (Section 186 (3)(4) of the German Stock Corporation Law (AktG)); when utilizing this authorization excluding subscription rights in accordance with Section 186 (3)(4) AktG, the exclusion of subscription rights based on other authorizations in accordance with Section 186 (3)(4) AktG should be taken into account.

The notional amount of equity capital accruing to the total shares issued for cash or non-cash contributions in accordance with this authorization excluding subscription rights of shareholders may not exceed 10% of equity capital at the time this authorization takes effect. Deducted from this limit are shares that (i) were issued or sold in direct or corresponding application of Section 186 (3)(4) of the German Stock Corporation Law (AktG) excluding subscription rights during the term of this authorization and that (ii) are issued or can or must be issued to service bonds with conversion or option rights or obligations, insofar as the bonds are issued after this authorization takes effect in corresponding application of Section 186 (3)(4) of the German Stock Corporation Law excluding the subscription rights of shareholders.

The Management Board is authorized, with the approval of the Supervisory Board, to establish further details regarding the increase in capital stock and its implementation. The Supervisory Board is authorized to adjust the wording of the Articles of Incorporation accordingly following each utilization of approved capital or expiration of the deadline for the utilization of approved capital.

8. Significant agreements of the Company that are subject to a change of control as a result of a takeover bid

The syndicated loan of EUR 56 million, which runs until October 2026, contains an extraordinary right of termination in the event of a significant change in the company's circumstances and the parties are unable to reach an agreement on the continuation of the loan agreement in good time.

There are no other significant agreements of SÜSS MicroTec SE that are subject to the condition of a change of control as a result of a takeover bid.

9. Compensation agreement of the Company that has been made with members of the Management Board or employees in the event of a takeover bid

No special rules exist with regard to the voting rights tied to shares or any control options resulting from this, either through the establishment of special stock categories or through restrictions on voting rights or transfers. There are no provisions extending beyond the legal regulations regarding the appointment of members of the Management Board or asking them to step down.