

## Report of the Supervisory Board

In the 2023 fiscal year, the Supervisory Board carried out its duties with due diligence pursuant to the statutory requirements, articles of incorporation, and Company bylaws. The Supervisory Board monitored the work of the Management Board diligently and regularly. On the following pages, the Supervisory Board reports on its activities in the 2023 fiscal year.

Dear Readers,  
Dear Shareholders,

The 2023 fiscal year was once again characterized by high incoming orders and an increased sales volume in the semiconductor equipment core business. In the two segments Advanced Backend Solutions and Photomask Solutions divisions, which represent our continuing business, order intake increased by 2.3% to a new record of €420.5 million. The strongest driver was the enormously high demand for temporary bonders, which are used to manufacture semiconductors for artificial intelligence applications. Sales in these two divisions rose by 17.0% to €304.3 million, also reaching an all-time high. Sales growth initially slowed

in the second half of 2023, in particular due to significant delays in the delivery of systems to China since August 2023. The German customs and export control authorities had significantly intensified the documentation and inspection effort for deliveries to China without prior notice, with capacity bottlenecks at the responsible authorities leading to unpleasantly long processing times. This effect had a negative impact on sales and margins, particularly in the third quarter. However, the situation improved noticeably towards the end of the year. Earnings before interest and taxes (EBIT) from continuing operations fell from €31.5 million to €27.8 million.

The MicroOptics division is no longer included in the aforementioned key figures, as the Management Board and Supervisory Board have decided to sign an agreement on the sale of the subsidiary SUSS MicroOptics SA to Focuslight Technologies in November 2023. The closing of the transaction took place in January 2024.

The Supervisory Board closely followed the overall economic and political development as well as the market development in the semiconductor market and analyzed the corresponding effects on the Company. It was regularly informed by the Management Board about the current course of business; the situation in terms of net assets,



Dr. David Dean, Chairman of the Supervisory Board

financial position, and results of operations; and sustainability issues. In addition to the Supervisory Board meetings, the Chair of the Supervisory Board was in close contact with the Management Board and informed himself about significant business transactions. In addition, the Chair of the Audit Committee held regular and intensive discussions with Chief Financial Officer Oliver Albrecht (until April 30, 2023) and Chief Financial Officer Dr. Cornelia Ballwiesser (since July 2023), with the auditors of the auditor Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, based in Düsseldorf, Munich branch, on issues relating to accounting, the audit of the financial statements, governance systems, and the audit of non-financial reporting.

## Meetings and Main Topics of Discussion

The Supervisory Board conducted regular discussions on the development of the business, financial position, and strategic orientation of SUSS MicroTec and its subsidiaries. The Management Board regularly provided the Supervisory Board with comprehensive information about corporate planning, strategic direction, and the development of order intake, sales, liquidity, and earnings. Based on the findings

and recommendations of the Audit Committee, the Supervisory Board also dealt with the monitoring of the accounting process for financial and non-financial reporting; the effectiveness of the internal control system, the risk management system, the compliance management system, and internal auditing; and the independence of the auditor. The Supervisory Board also discussed the status and further development of corporate governance in the Company. Compliance with the recommendations of the German Corporate Governance Code was discussed in particular.

The Management Board and Supervisory Board work in close collaboration to keep developing the Company successfully. The Supervisory Board regularly monitored the Management Board over the course of the fiscal year and advised it in various areas of corporate management. The discussions between the Supervisory Board and Management Board, whether virtual or face-to-face, were always constructive, fruitful, and based on trust. The Supervisory Board was involved in all decisions that were of vital importance to the Company. The Management Board coordinated strategic decisions with the Supervisory Board and provided it with regular, prompt, and comprehensive information – in written and verbal form – about corporate planning, business development, and the current position

of the Company and the Group, as well as planned changes to legal and organizational structures. The Supervisory Board discussed significant business transactions in detail with the Management Board. The Supervisory Board granted its approval for transactions requiring approval. In addition, the Supervisory Board regularly confirmed that the Management Board acted properly, lawfully, and appropriately. The Supervisory Board was given the necessary access to the Company's relevant business documents. A total of fourteen meetings were held in the 2023 fiscal year, five of which were ordinary meetings and nine of which were extraordinary meetings of the Supervisory Board (eight without the Management Board). Three meetings were held in physical form, four in virtual form, and seven in hybrid form. In the second half of the year, a strategy meeting with the Supervisory Board, the Management Board and other high level managers took place.

The main topics discussed at the Supervisory Board meetings in the 2023 fiscal year were once again diverse. In the first half of the year, the two appointments to the Management Board were the main focus of the Supervisory Board meetings. In addition, the annual financial statements, the consolidated financial statements, and the combined management report for the Company and the Group as of

December 31, 2022 (including the non-financial Group statement), were audited and approved. The outlook for the 2023 fiscal year was also discussed, current market developments and the separate Sustainability Report 2022 were discussed, and the proposal for the appropriation of profits was examined and approved. An intensive exchange took place with the auditors in regard to the focal points of the 2022 audit. It was also decided that the 2023 Annual Shareholders' Meeting will once again be held as an in-person event. In addition to regular status updates on business performance, current operational issues, the development of key performance indicators, and the progress of strategic projects, targets, and measures to improve sustainability and their communication were defined. The Management Board also informed the Supervisory Board in detail about the Capital Markets Day held in February 2023. In addition, a possible spin-off or sale of the MicroOptics division and the status of various strategic projects were discussed and debated at several meetings. The Supervisory Board received regular reports on the work of its committees (Audit Committee, Personnel Committee, and Sustainability Committee). The Management Board provided the Supervisory Board with comprehensive information on the current

business situation and operational issues. General and specific HR and sustainability topics were also part of the meetings.

In addition to current business and market developments, the meetings in the second half of the year focused in particular on progress in the area of operations and the status of a possible sale of the MicroOptics division as well as the strategic development of the Company. In November 2023, the conclusion of an agreement on the sale of SUSS MicroOptics SA to Focuslight (HK) Investment Management Co. Ltd was approved. The closing of the transaction took place in January 2024.

The Management Board also reported on developments on the capital market and the discussions held with investors. The Supervisory Board received a progress report on strategic issues, innovations, and the product roadmap and discussed these in detail with the Management Board. The effectiveness and appropriateness of the internal control system, the risk management system, and the compliance management system were further focal points of the meetings. The focal points of the 2023 audit were also discussed.

In addition, the annual declaration of compliance with the German Corporate Governance Code was reviewed and approved at the December meeting of the Supervisory Board.

Some meetings of the Supervisory Board were also held in hybrid form in 2023. The following table provides an overview of the individual meeting attendance of the Supervisory Board members. All members of the Supervisory Board attended all meetings in 2023. Dr. Bernd Schulte attended all meetings that took place after the end of his temporary appointment to the Management Board as Chief Executive Officer.

### Meetings of the Supervisory Board

Supervisory Board member	Attendance at meetings (during the term of office)	Of which: Attended in person	Of which: Attended virtually	Attendance (during the term of office)
Dr. David Dean	14	7	7	100%
Dr. Myriam Jahn	14	6	8	100%
Dr. Bernd Schulte <sup>1</sup>	5 (of 5)	4	1	100%
Jan Smits	14	5	9	100%
Prof. Dr. Mirja Steinkamp	14	5	9	100%

<sup>1</sup> Dr. Bernd Schulte's Supervisory Board mandate was suspended from October 17, 2022 up to and including September 10, 2023, as he was delegated to the Management Board as its Chair during this period. Following his return to the Supervisory Board, Dr. Schulte attended five meetings of the Supervisory Board in the 2023 reporting year. He also attended another Supervisory Board meeting as a guest in June.

## Committee Meetings

### Personnel Committee

As of December 31, 2023, the Personnel Committee (also the Nomination and Remuneration Committee) continued to consist of the Supervisory Board members Dr. David Dean (Chair), Dr. Myriam Jahn, and Jan Smits. This committee deals with issues relating to the Management Board, in particular the preparation of the appointment of Management Board members, the skills profile, the preparation of Management Board service contracts, and the remuneration of Management Board members. In 2023, the Committee dealt intensively with the succession plan for the CEO and CFO positions on the Management Board and the extension of the COO's contract. Other focal points of the meeting were the determination of the respective target achievement of the members of the Management Board and the setting of targets for the members of the Management Board. All five meetings of the Personnel Committee were held in virtual form in 2023. All members of the Committee attended all meetings.

### Meetings of the Personnel Committee

Supervisory Board member	Meeting participation	Of which: Attended in person	Of which: Attended virtually	Attendance
Dr. David Dean (Chair)	5	0	5	100%
Dr. Myriam Jahn	5	0	5	100%
Jan Smits	5	0	5	100%

### Audit Committee

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 deals in particular with monitoring the accounting process for financial and non-financial reporting, the effectiveness and appropriateness of the internal control system, the risk management system, the internal audit system, and the compliance management system, as well as the audit of the financial statements, in particular the selection and independence of the auditor, the quality of the audit, and any additional services provided by the auditor.

The Audit Committee discusses with the auditor the assessment of the audit risk, the audit strategy, and the audit planning, as well as the audit results. The Chair of the Audit Committee regularly discussed the progress of the audit with the auditor and reported on this to the Committee. The Audit Committee also met with the auditor without the presence of the Management Board.

In the run-up to the publication of the annual financial statements and consolidated financial statements for the 2022 fiscal year, the two quarterly statements in the 2023 fiscal year, and the interim report as of June 30, 2023, these were discussed in detail with the Management Board in the Audit Committee.

The main topics of the Audit Committee meetings in the first quarter of 2023 were the discussion and audit of the annual financial statements of the individual companies, the consolidated financial statements (including the condensed Management Report for the Company and the Group) in accordance with HGB and IFRS, and the audit of the non-financial reporting in preparation for the Supervisory Board meeting to approve the financial statements. The Audit Committee also reviewed the internal control system, the risk early warning system, the risk management system, the compliance management system, and the assessment of the effectiveness and appropriateness of these four governance systems.

In the second quarter, the Audit Committee discussed with the Management Board the quarterly statement for the first quarter of 2023 and the first forecast for the current fiscal year, the non-financial reporting, the separation of the Remuneration Report from the Management Report, and its separate publication. Other key topics of the Audit Committee meetings were the current status of IT security and the future requirements resulting from the NIS2 Directive.

In the third quarter, the Audit Committee dealt with the interim report as of June 30, 2023, the risk management system, the internal audit system, the requirements for the disclosure of discontinued operations in accordance with IFRS, and the Company's current credit lines.

In the fourth quarter, the Audit Committee was informed about the quarterly statement for the third quarter of 2023, the third forecast for the current fiscal year, the auditors' current audit approach, and the current status of sustainability reporting. The Audit Committee also received an update on the further development of the internal control system, the internal audit system, the risk management system, and the compliance management system. In addition, the Supervisory Board defined the key audit areas for the 2023 audit of the annual and consolidated financial statements. Non-audit services provided by the auditors were also discussed.

The Audit Committee remained apprised of business development through regular review of the management reporting during the year. The Audit Committee held a total of five meetings in 2023: two in virtual form and three in hybrid form. All members of the Committee attended all meetings held during their active term of office.

#### Meetings of the Audit Committee

Supervisory Board member	Meeting participation	Of which: Attended in person	Of which: Attended virtually	Attendance
Prof. Dr. Mirja Steinkamp (Chair)	5	2	3	100%
Dr. David Dean	5	1	4	100%
Jan Smits	5	0	5	100%
Dr. Bernd Schulte <sup>1</sup>	1	0	1	100%

<sup>1</sup> Dr. Bernd Schulte's Supervisory Board mandate was suspended from October 17, 2022, up to and including September 10, 2023, as he was delegated to the Management Board as its Chair during this period. In the 2023 reporting year, following his return to the Supervisory Board and thus to the Audit Committee, a meeting of the Audit Committee was held, which Dr. Schulte attended.

## Sustainability Committee

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 advising on the Company's environmental and sustainability programs as well as monitoring and advising on social and governance guidelines. It advises on non-financial reporting and proposes the non-financial targets for target setting as part of the Management Board remuneration for the Personnel Committee.

The Sustainability Committee met four times during the reporting period. The main topics of the first meeting in 2023 were the coordination and definition of sustainability targets for the Group. At the second meeting, the Committee received a status report on the current sustainability goals. In addition, measures to reduce CO<sub>2</sub> emissions (Scope 1 and 2) and to improve sustainability in the area of human resources were discussed. In the third meeting, the results from the validation of the materiality analysis and the Sustainability Strategy 2030 were discussed. All four meetings of the Sustainability Committee were held virtually in 2023. All members of the Committee attended all meetings.

### Meetings of the Sustainability Committee (ESG Committee)

Supervisory Board member	Meeting participation	Of which: Attended in person	Of which: Attended virtually	Attendance
Dr. Myriam Jahn (Chair)	4	0	4	100%
Jan Smits	4	0	4	100%
Prof. Dr. Mirja Steinkamp	4	0	4	100%

## Corporate Governance and Declaration of Compliance

As usual, the Supervisory Board dealt with corporate governance and compliance issues in the past fiscal year. In December 2023, the declaration of compliance for 2023 was adopted, in which no deviations from the current version of the German Corporate Governance Code were declared. Further information on corporate governance at the Company is published in the Corporate Governance Declaration. A detailed report on the amount and structure of the remuneration of the Management Board and Supervisory Board can be found in the Remuneration Report. On March 27, 2023, the Supervisory Board conducted its annual self-assessment of how effectively the Board as a whole and its committees perform their duties. This is reported in detail in the Corporate Governance Declaration.

In the 2023 reporting year, there continued to be no consultancy agreements or other service or labor contracts between the members of the Supervisory Board and the Company. No conflicts of interest among Management and Supervisory Board members to be immediately disclosed to the Supervisory Board were reported in the 2023 fiscal year.

## Audit of the Annual and Consolidated Financial Statements

Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, headquartered in Düsseldorf, Munich branch, audited the annual financial statements of SÜSS MicroTec SE as of December 31, 2023, prepared in accordance with the provisions of the German Commercial Code (HGB), the consolidated financial statements as of December 31, 2023,

prepared in accordance with International Financial Reporting Standards (IFRS), and the combined management report for the 2023 fiscal year, and issued an unqualified audit opinion in each case. The consolidated financial statements were prepared in accordance with Section 315 e HGB based on International Financial Reporting Standards (IFRS) as applicable in the EU. The auditor conducted the audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer in Deutschland e.V. (IDW).

The audit reports of Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, based in Düsseldorf, Munich branch, were submitted to all members of the Supervisory Board and were discussed in detail at the Supervisory Board's balance sheet meeting on March 22, 2024, in the presence of the auditor. The auditor reported on the key findings of its audit. In particular, the auditor provided explanations on the net assets, financial position, and results of operations of the Company and the Group and was available to the Supervisory Board in order to provide additional information. The auditor also elaborated on the scope, key findings, and costs of the audit. Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, based in Düsseldorf, Munich branch, was appointed as auditor for SUSS MicroTec for the first time for the 2022 fiscal year. The lead auditor for the 2023 fiscal year was the auditor Valerie Knaack,

who was responsible for the audit of the financial statements and consolidated financial statements of SUSS MicroTec alongside the auditor Tibor Abel. Ms. Knaack audited SÜSS MicroTec SE for the first time, while Tibor Abel audited the Company for the second time.

Key audit matters include the impairment testing of goodwill and the accounting treatment of discontinued operations in connection with the sale of the MicroOptics division, which was completed in January 2024. In addition, the completeness and valuation of provisions, as well as the completeness and accuracy of revenue recognition, were audited. Other focal points include the audit of the completeness and plausibility of the disclosures in the notes to the IFRS consolidated financial statements, including the implementation of new standards.

At its meeting on March 22, 2024, the Supervisory Board adopted the Company's annual financial statements for 2023 and approved the consolidated financial statements and the combined management report of SÜSS MicroTec SE for the 2023 fiscal year. The Supervisory Board had no objections. After conducting a detailed examination, the Supervisory Board noted the reports of the auditor with approval.

## Composition of the Management and Supervisory Boards

In the past fiscal year, there were changes in the Management Board and the Supervisory Board of SÜSS MicroTec SE. Dr. Bernd Schulte, who was seconded to the company's Management Board as its Chair from October 17, 2022, up to and including September 10, 2023, due to the sabbatical and departure of Dr. Götz Bendele, returned to the Supervisory Board on September 11, 2023. During the period of his appointment, Dr. Bernd Schulte's mandate as a member of the Supervisory Board of SÜSS MicroTec SE was suspended.

The employment contract of Chief Financial Officer Oliver Albrecht duly ended on April 30, 2023, and was not extended by mutual agreement. Dr. Cornelia Ballwieser has been a member of the Management Board and CFO since July 1, 2023. Her employment contract runs for three years until the end of June 2026. The Supervisory Board is convinced that it has gained an experienced board member and expert in areas such as finance and accounting for the Company. In addition, Burkhardt Frick began his work as a member of the Management Board and Chair of the Management Board of SÜSS MicroTec SE on September 11, 2023. He succeeded Dr. Bernd Schulte who



was CEO on an interim basis. Burkhardt Frick is a proven industry expert and has worked successfully in international semiconductor equipment companies in various management positions worldwide.

In the 2023 fiscal year from May 1, 2023, to June 30, 2023, the Management Board consisted of two persons on a transitional basis. As of December 31, 2023, the Management Board had three members, as planned.

Due to the temporary appointment of Dr. Bernd Schulte to the Company's Management Board, the Supervisory Board of SÜSS MicroTec SE temporarily consisted of four members in the past fiscal year from January 1, 2023, up to and including September 10, 2023. As of December 31, 2023, the Supervisory Board had five members, as planned.

The Supervisory Board would like to thank Oliver Albrecht for his commitment and work in the service of the Company. The Supervisory Board would like to thank Dr. Bernd Schulte for his willingness and extraordinary commitment as Chief Executive Officer in the period from October 17, 2022, up to and including September 10, 2023.

## Education and Training of the Supervisory Board

The members of the Supervisory Board are responsible for the training and further education measures required for their tasks. These can include changes to the legal framework, technological developments, and sustainability issues. As in every year, the members of the Supervisory Board received further training on current topics, with a focus on sustainability reporting and the Corporate Sustainability Reporting Directive (CSRD) as well as a responsible supply chain, IT security, and the NIS2 directive.

## Thanks

My special thanks once again go to all our employees, who are fully committed to driving forward the Company's positive development and are also highly solution-oriented in the face of adversities such as the delays in deliveries to China, which had a negative impact on business performance in the second half of the year. I would like to thank the former and current members of the Management Board for their dedication and commitment in 2023, especially for their hard work in the sale of the MicroOptics division. I would like to thank my colleagues in the MicroOptics division for the very successful development of this business and wish them all the best for the future.

Garching near Munich, March 2024

Signed

**Dr. David Dean**

Chair of the Supervisory Board