



SÜSS MicroTec SE

Garching

Securities reference no. A1K023

ISIN: DE000A1K0235

We hereby invite our shareholders to the

ordinary Shareholders' Meeting

to be held on June 11, 2024, at 10:00 a.m.

at the Haus der Bayerischen Wirtschaft,

Max-Joseph-Strasse 5 in 80333 Munich, Germany

non-binding English translation

AGENDA

- 1. Presentation of the adopted annual financial statements of SÜSS MicroTec SE and the approved consolidated financial statements as of December 31, 2023, the condensed Management Report for SÜSS MicroTec SE and the Group, including the explanatory report of the Management Board on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB) and the report of the Supervisory Board, each for the 2023 fiscal year**

The aforementioned documents are available on the company's website at <https://www.suss.com/en/investor-relations/shareholder-meeting> from the time the Shareholder's Meeting is convened. They will also be accessible during the Shareholder's Meeting via the aforementioned Internet address.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Management Board; the annual financial statements are thus adopted in accordance with Section 172 sentence 1 AktG*. In accordance with the statutory provisions, no resolution is therefore planned for agenda item 1.

* On the basis of the reference provisions of Council Regulation (EC) No. 2157/2001 of October 8, 2001, on the Statute for a European company (SE) ("SE Regulation"), in particular Article 9 (1), Article 52, and Article 53 of the SE Regulation, the provisions applicable to stock corporations domiciled in Germany apply to SÜSS MicroTec SE, unless more specific provisions of the SE Regulation provide otherwise.

- 2. Resolution on the appropriation of statement of financial position profit**

The Management Board and the Supervisory Board propose that the statement of financial position profit of EUR 49,074,806.73 shown in the adopted annual financial statements as of December 31, 2023, be appropriated as follows:

1.	Distribution to the shareholders	Distribution of a dividend of EUR 0.20 per dividend-bearing no-par value share = EUR 3,823,107.60
2.	Transfer to earnings reserve	EUR 45,251,699.13
3.	Amount brought forward	EUR 0.00
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4.	Balance sheet profit	EUR 49,074,806.73

In accordance with Section 58 (4)(2) of the German Stock Corporation Law (AktG), the entitlement to payment of the dividend falls due on the third business day following the resolution of the Shareholders' Meeting.

The proposal for the appropriation of profits is based on the assumption that the Company's share capital entitled to dividends on the day of the Shareholders' Meeting amounts to EUR 19,115,538.00, divided into 19,115,538 no-par value shares. The number of no-par value shares entitled to dividends may change up to the time of the resolution by the Shareholders' Meeting on the appropriation of net profit, for example through the Company's acquisition of its

own shares (see Section 71b AktG). In this case, a correspondingly adjusted proposal for the appropriation of profits will be submitted to the Shareholders' Meeting, which will continue to provide for a distribution of EUR 0.20 per dividend-bearing share. The adjustment is made as follows: If the dividend-bearing shares and therefore the total dividend decreases, the amount allocated to other earnings reserves increases accordingly. If the dividend-bearing shares and therefore the total dividend increases, the amount allocated to other earnings reserves is reduced accordingly.

3. Resolution on the discharge of liability for the members of the Management Board

The Management Board and Supervisory Boards propose the following resolution:

The members of the Management Board in the 2023 fiscal year are granted discharge of liability for this period.

4. Resolution on the discharge of liability for the members of the Supervisory Board

The Management Board and Supervisory Boards propose the following resolution:

The members of the Management Board in the 2023 fiscal year are granted discharge of liability for this period.

5. Resolution on the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements as well as the auditor for a review or audit of interim financial information

The Supervisory Board proposes (supported by the recommendation of the Audit Committee) the following resolution:

Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, headquartered in Düsseldorf, with an office in Munich, Germany,

- is appointed as the auditor and Group auditor for the 2024 fiscal year and
- as auditor for a possible review or audit of the condensed financial statements and interim management report contained in the half-year financial report as of June 30, 2024, and any additional interim financial information within the meaning of Section 115 (7) of the German Securities Exchange Act (WpHG) for the 2024 fiscal year and the first quarter of 2025.

In its recommendation pursuant to Art. 16 (2)(3) of Regulation (EU) No. 537/2014 ("EU Audit Regulation"), the Audit Committee declared that it is free from undue influence by third parties and that no clause of the kind referred to in Art. 16 (6) of the EU Audit Regulation restricting the selection options of the Shareholders' Meeting was imposed on it.

6. Appointment of the auditor of the Group Sustainability Report for the 2024 fiscal year

SÜSS MicroTec SE is currently subject to the obligation of non-financial Group reporting in accordance with Sections 289b et seq. and 315b et seq. HGB. Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014 and Directives 2004/109/EC, 2006/43/EC and 2013/34/ EU with regard to the sustainability reporting of companies (Corporate Sustainability Reporting Directive - CSRD) stipulates that certain large capital market-oriented (parent) companies must in future add a (group) sustainability report to their (group) management report for fiscal years beginning after December 31, 2023, which must be audited externally by the auditor or - at the option of the respective Member State - another auditor or an independent provider of assurance services. (Group) sustainability reporting takes the place of non-financial (Group) reporting.

The CSRD must be transposed into German law by July 6, 2024 ("CSRD Implementation Act"). At the time of convening the Shareholder's Meeting, the legislative process has not yet been completed and the CSRD Implementation Act has not yet entered into force. In the event that SÜSS MicroTec SE is obliged under the CSRD Implementation Act to prepare a Group sustainability report for the 2024 fiscal year and to have it audited externally and the appointment of the auditor of the Group sustainability report for the 2024 fiscal year requires a further resolution of the Shareholders' Meeting in addition to the election of the auditor of the financial statements and the Group auditor provided for under agenda item 5, an election of the auditor of the Group sustainability report is to be made as a precautionary measure.

The Supervisory Board proposes (supported by the recommendation of the Audit Committee) the following resolution:

Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, based in Düsseldorf, Munich branch, is appointed as the auditor of the Group Sustainability Report for the 2024 fiscal year with effect from the entry into force of the CSRD Implementation Act. The appointment as auditor of the Group Sustainability Report is only made in the event that the German legislator, in implementing Art. 37 of the Statutory Audit Directive 2006/43/EC in the version of the CSRD, requires an express election of this auditor by the Shareholders' Meeting, i.e. the audit of the (Group) Sustainability Report is not already the responsibility of the (Group) auditor under the German CSRD Implementation Act.

In its recommendation pursuant to Art. 16 (2)(3) of the EU Audit Regulation, the Audit Committee declared that it is free from undue influence by third parties and that no clause restricting the selection options of the Shareholders' Meeting of the kind referred to in Art. 16 (6) of the EU Audit Regulation was imposed on it.

7. Resolution on the approval of the Remuneration Report for the 2023 fiscal year

In accordance with Section 162 of the German Stock Corporation Act (AktG), the Management Board and Supervisory Board of a listed company prepare an annual report on the remuneration granted and owed to each individual current or former member of the Management Board and Supervisory Board in the previous fiscal year (remuneration report). The Management Board and the Supervisory Board of SÜSS MicroTec SE have prepared a Remuneration Report for the 2023 fiscal year in accordance with Section 162 AktG. The auditor has audited this re-

muneration report in accordance with Section 162 (3) AktG to determine whether the legally required disclosures pursuant to Section 162 (1) and (2) AktG have been made and has issued a report on the audit, which has been attached to the remuneration report. The Remuneration Report must be submitted to the Shareholders' Meeting for approval in accordance with Section 120a (4) AktG.

The Remuneration Report for the 2023 fiscal year (together with the Auditor's Report) is reproduced following the agenda in the section "Supplementary information on the agenda" in the supplementary information on agenda item 6 and, in addition to the other documents relating to the Shareholders' Meeting, is also publicly available free of charge on the Company's website at <https://www.suss.com/en/investor-relations/shareholder-meeting> and will also be available there during the Shareholders' Meeting.

The Management Board and the Supervisory Board propose to approve the Remuneration Report for the 2023 fiscal year in accordance with Section 162 AktG.

8. Resolution on the amendment of Section 1 (1) of the Articles of Incorporation (change of name from SÜSS MicroTec SE to SUSS MicroTec SE)

In view of the international nature of the semiconductor industry and the international orientation of SÜSS MicroTec SE, which generates most of its consolidated sales outside of German-speaking countries, the Company's name will be spelled without an umlaut in the future to facilitate spelling and pronunciation in an international context. With the change of name of SÜSS MicroTec SE to "SUSS MicroTec SE," the external perception of the company changes only insignificantly and at the same time is harmonized with the spelling of the Group companies.

The Management Board and Supervisory Boards propose the following resolution:

The name of the company is changed to "SUSS MicroTec SE."

Section 1 (1) of the Articles of Incorporation of the Company shall be reworded as follows:

"The company operates under the name "SUSS MicroTec SE"."

9. Resolution on the amendment of Section 9 of the Articles of Incorporation (provisions on the Management Board), Sections 12 (4), 13 (2), 15 (cancellation paragraph 4), 16 (3) and (4) sentence 1, 17 (1) sentence 3 of the Articles of Incorporation (provisions on the Supervisory Board) and Sections 24 (addition of a paragraph 3) and 27 (1) of the Articles of Incorporation (provisions on the Shareholders' Meeting)

The Company's Articles of Incorporation are to be adapted to current (legal) developments and, in particular, modernized so that the work of the Management Board and Supervisory Board can be structured more flexibly. In addition, the company's Articles of Incorporation are to be amended with regard to the regulations governing the Shareholders' Meeting to the effect that the Chair of the meeting is to be authorized in accordance with Section 131 (2)(2) AktG to limit the shareholder's right to ask questions and speak to a reasonable time frame, and the provi-

sion in Section 27 (1) of the Articles of Incorporation on the adoption of resolutions at the Shareholders' Meeting is to be made more comprehensible without changing the nature of the previous voting and/or capital majorities.

The currently valid version of the Articles of Incorporation of SÜSS MicroTec SE is publicly available free of charge on the Company's website <https://www.suss.com/en/investor-relations/corporate-governance> and will also be available there during the Shareholders' Meeting.

The Management Board and Supervisory Boards propose the following resolution:

9.1 Amendment of Section 9 of the Articles of Incorporation with regard to the regulations on the Management Board

Section 9 (Company bylaws and Resolutions of the Executive Board) of the Articles of Incorporation is amended and completely revised as follows:

- “(1) The Management Board generally passes resolutions in (face-to-face) meetings. At the request of a member of the Management Board, meetings may also be held in the form of a telephone conference or by other electronic means of communication (in particular video conference) and individual members of the Management Board may be connected by telephone or by other electronic means of communication (in particular video transmission) if no member of the Management Board immediately objects to this procedure; in these cases, resolutions may be passed by telephone conference or by other electronic means of communication (in particular video transmission). There is no right to object to the form of resolution ordered by the Chair.*
- (2) Resolutions may also be passed outside of meetings in writing, verbally, by telephone, by fax, by e-mail or by other common means of communication or in a combination of the aforementioned forms if a member of the Management Board so requests and no other member of the Management Board immediately objects to this procedure; there is no right to object to the form of resolution ordered by the Chair. If a member of the Management Board has not participated in such a resolution, he or she shall be informed immediately of the resolutions adopted.*
- (3) The Management Board shall constitute a quorum if at least half of its members participate in the passing of resolutions; in any case, however, at least two members must participate in the passing of resolutions. A member of the Management Board shall also participate in the passing of resolutions if he or she abstains from voting.*
- (4) The resolutions of the Management Board are passed by a majority of the votes cast, unless otherwise stipulated by law or the Articles of Incorporation. In the event of a tie, the Chair of the Management Board, if one has been appointed, shall have the deciding vote. If no Chair of the Management Board is appointed or the Chair does not participate in the vote, a motion is deemed to be rejected in the event of a tie.*
- (5) The Supervisory Board has the right to issue Company bylaws for the Management Board. If the Supervisory Board does not issue Company bylaws*

for the Management Board, the Management Board shall adopt its own by-laws by unanimous resolution of all Management Board members, which shall require the approval of the Supervisory Board.”

9.2 Amendment of sections 12 (4), 13 (2), 15 (cancellation paragraph 4), 16 (3) and (4) sentence 1 and 17 (1) sentence 3 of the Articles of Incorporation with regard to the provisions on the Supervisory Board

a) Section 12 (Composition of the Supervisory Board) (4) of the Articles of Incorporation is amended and reworded as follows:

“(4) Any member of the Supervisory Board and any substitute member may resign from office at any time, even without good cause, by giving one month’s notice in text form (Section 126b BGB) to the Management Board and a copy to the Chair of the Supervisory Board - or, in the event of resignation by the Chair, a copy to his or her deputy. The Chair of the Supervisory Board or, in the event of resignation by the Chair of the Supervisory Board, his or her deputy may shorten the deadline or waive compliance with the deadline. Resignation may take place with immediate effect in cases of good cause.”

b) Section 13 (Chair of the Supervisory Board) (2) of the company’s Articles of Incorporation is amended and reworded as follows:

“(2) The term of office of the Chair and the Deputy Chair shall correspond to their term of office as a member of the Supervisory Board, unless a shorter term of office is determined in the election. The election shall take place following the Shareholders’ Meeting at which the Supervisory Board members to be elected by the Shareholders’ Meeting have been elected, in a (constituent) meeting for which no special invitation is required. The elections are chaired by the oldest member of the Supervisory Board present in terms of age. They are made by a simple majority of votes. If a simple majority of votes is not achieved in the first round of voting, a further election shall be held between the persons who received the two highest numbers of votes. In this further election, the highest number of votes shall decide; in the event of a tie, the oldest Supervisory Board member present in terms of age shall draw lots.”

c) Section 15 (Convening of the Supervisory Board) (4) of the company’s Articles of Incorporation is cancelled and deleted without replacement.

d) Section 16 (Resolutions of the Supervisory Board) (3) is amended and reworded as follows:

“(3) Outside of meetings, resolutions may be adopted in writing, by telex, fax or telegraph or in text form, e.g. by e-mail or fax, if this is determined by the Chair in individual cases. Resolutions passed outside of meetings shall be recorded in writing by the Chair and a copy of the corresponding minutes of the resolution shall be forwarded to all members.”

e) Section 16 (Resolutions of the Supervisory Board) (4)(1) is amended (for clarification) and reworded as follows:

“Resolutions by the Supervisory Board require a simple majority of the votes cast, unless the law requires another majority.”

- f) Section 17 (Minutes of meetings and resolutions of the Supervisory Board) (1)(3) is amended and reworded as follows:

“Copies of the minutes of the meeting, which shall be signed by the Chair or, if he or she is unable to do so, by his or her deputy, shall be sent to all members.”

9.3 Amendment of Section 24 by adding a new paragraph 3 and of Section 27 (1) of the Articles of Incorporation with regard to the provisions on the Shareholders' Meeting

- a) Section 24 (Management of the Shareholder's Meeting) of the Articles of Incorporation is amended and the following paragraph (3) is added:

“(3) The Chair of the meeting may impose a reasonable time limit on the shareholders' right to ask questions and speak. In particular, he or she is authorized to set a reasonable time frame for the entire Shareholders' Meeting, for the individual agenda items or for the individual questions or speeches at the beginning of the Shareholders' Meeting or during its course.”

- b) Section 27 (Resolutions of the Shareholders' Meeting) (1) of the Articles of Incorporation is amended and written as follows:

“(1) The resolutions of the Shareholders' Meeting are passed by a simple majority of the votes cast (majority of votes), unless mandatory statutory provisions or the Articles of Incorporation stipulate otherwise. In cases in which the law also prescribes a majority of the share capital represented in order to pass a resolution, a simple majority of the share capital represented (capital majority) is sufficient, unless mandatory statutory provisions or the Articles of Incorporation stipulate otherwise. Unless otherwise required by mandatory statutory provisions or the Articles of Incorporation, amendments to the Articles of Incorporation require a majority of two-thirds of the votes cast or, if at least half of the share capital is represented, a simple majority of the votes cast.”

Supplementary information on the agenda

Supplementary information on agenda item 7: Remuneration report for the 2023 financial year: pursuant to Section 162 AktG including the audit opinion

Remuneration Report 2023

Remuneration of the members of the Management Board and Supervisory Board

The following Remuneration Report pursuant to Section 162 of the German Stock Corporation Law (AktG) presents and explains the remuneration granted and owed to the current and former members of the Management Board and Supervisory Board of SÜSS MicroTec SE (hereinafter also "SÜSS MicroTec" or the "Company") in fiscal year 2023. The Remuneration Report provides a detailed and individualized explanation of the structure and amount of the individual components of the remuneration of the Management Board and Supervisory Board. The Remuneration Report was prepared jointly by the Management Board and the Supervisory Board.

Remuneration of Management Board Members

Review of the 2023 remuneration year

The Management Board of SÜSS MicroTec SE assesses the overall economic situation of the group as positive. Sales revenue (including the discontinued MicroOptics division) rose by 9.4 percent over the previous year to EUR 327.2 million (previous year: EUR 299.1 million). The consolidated net income of the SÜSS MicroTec Group for the 2023 fiscal year amounted to EUR 4.7 million (previous year: EUR 24.5 million). This figure was negatively impacted by the result from discontinued operations after taxes in the amount of EUR -12.6 million, which relates to our MicroOptics division. An agreement to sell this division with a transaction volume of EUR 75 million was successfully concluded in the fourth quarter of 2023.

At the beginning of the 2023 fiscal year, the Management Board appointment of Dr. Thomas Rohe (COO) was transferred to the remuneration system 2022, which had been resolved by the Supervisory Board on April 8, 2022, and approved by the Annual General Meeting on May 31, 2022, with a majority of 98.35% of the votes cast. The remuneration system 2022 now applies to the employment contracts of the entirety of the current Management Board team (CEO Burkhardt Frick, CFO Dr. Cornelia Ballwiesser and COO Dr. Thomas Rohe).

The composition of the Management Board of SÜSS MicroTec SE changed as follows in the past fiscal year: The appointment and employment contract of Chief Financial Officer Oliver Albrecht duly ended on April 30, 2023, and were not extended by mutual agreement. Dr. Cornelia Ballwiesser joined the Management Board as CFO on July 1, 2023. Dr. Bernd Schulte, who was seconded from the Supervisory Board 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 of the Company 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. On September 11, 2023, Dr. Bernd Schulte stepped down from his position as interim CEO and Burkhardt Frick joined the Management Board of SÜSS MicroTec SE as CEO.

Overview of the composition of the Management Board in the 2023 fiscal year

Current Members of the Management Board

- Burkhardt Frick, Member and Chair (CEO) of the Management Board (since September 11, 2023)
- Dr. Cornelia Ballwiesser, Member of the Management Board and CFO (since July 1, 2023)
- Dr. Thomas Rohe, Member of the Management Board and COO

Former Members of the Management Board who stepped down in the 2023 fiscal year

- Dr. Bernd Schulte, Member and Chair (CEO) of the Management Board (until September 10, 2023)
- Oliver Albrecht, Member of the Management Board and CFO (until April 30, 2023)

Applicable Management Board Remuneration Systems in the 2023 Fiscal Year

Remuneration System 2022

Two different remuneration systems were used to determine the remuneration for the current and former members of the Management Board of SÜSS MicroTec SE in the 2023 fiscal year. The remuneration system 2022, which was approved by the Shareholders' Meeting on May 31, 2022, was applied to the employment contracts of all current members of the Management Board (Burkhardt Frick, Dr. Cornelia Ballwiesser, and Dr. Thomas Rohe), in addition to the employment contract of Dr. Bernd Schulte. A full description of the Remuneration System 2022 is available on the Company's website at <https://www.suss.com/de/investor-relations/corporate-governance>.

Remuneration System 2021

In the past fiscal year, the previous remuneration system, which was approved by the Shareholders' Meeting on June 16, 2021 ("Remuneration System 2021"), only applied to the employment contracts of former Management Board members Oliver Albrecht - who left the Management Board on April 30, 2023 when his term of office expired - and Dr. Götz Bendele, who left the Management Board on October 16, 2022 to care for a family member and waived his reappointment on December 15, 2022 for personal reasons in agreement with the Supervisory Board. A full description of the Remuneration System 2021 is available on the Company's website at <https://www.suss.com/de/investor-relations/corporate-governance>.

No deviations from the remuneration systems

There were no deviations from the Remuneration System 2022 and the Remuneration System 2021 in the reporting year.

Management Board Remuneration System 2022

The Remuneration System 2022 is currently in effect and was applied to the employment contracts of every current member of the Management Board (CEO Burkhardt Frick, CFO Dr. Cornelia Ballwiesser and COO Dr. Thomas Rohe) in the 2023 fiscal year. The Remuneration System 2022 was also applied to the employment contract of Dr. Bernd Schulte, who was seconded from the Supervisory Board to the Company's Management Board as its Chair until September 10, 2023. The Remuneration System 2022 applies to all employment contracts with Management Board members that are due to be concluded or extended.

Main Features of the Remuneration System 2022

The Supervisory Board was guided by the following principles when structuring the Remuneration System 2022 and determining the specific remuneration of the Management Board:

Strategy Orientation

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

Performance Orientation

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

Sustainability

A key aspect of the corporate strategy of SUSS MicroTec is the long-term and sustainable development of the Company. In order to link remuneration to the long-term development of SUSS MicroTec, long-term variable remuneration makes up a significant portion of the total remuneration and exceeds short-term variable remuneration.

By integrating sustainability targets into both short-term variable remuneration (short-term incentive, or STI) and long-term variable remuneration (long-term incentive, or LTI), social and ecological aspects are also taken into account, thereby promoting sustainable action within the Company. Sustainable action is an integral part of SUSS MicroTec's corporate strategy that safeguards the future social and economic viability of the Company. This is in line with the clear focus on emerging technologies and

the strategy of achieving a leading position in the relevant markets through organic growth. The integration of environmental, social, and governance (“ESG”) sustainability goals as variable remuneration components incentivizes sustainable and forward-looking actions while striving to create value for SÜSS MicroTec’s customers, employees, and shareholders, as well as the environment as a whole. Specific and measurable ESG targets derived from the corporate strategy are included in both short-term and long-term variable remuneration. In this context, SÜSS MicroTec SE sees itself as having a particular obligation to do its part in implementing the Paris Agreement, which it intends to promote and further advance by setting and implementing corresponding environmental targets (e.g., reducing CO2 emissions, boosting energy efficiency, obtaining electricity from renewable energies, optimizing resource use, reducing waste [further] developing environmentally friendly technologies, equipment and products).

Capital Market Orientation

The interests of shareholders are taken into account in a special way through the share-based structure of long-term variable remuneration in the form of virtual performance shares based on a performance share plan and the integration of the total shareholder return (TSR) performance criterion based on the development of the share price of SÜSS MicroTec compared to the TSR of two indices. The convergence of the interests of shareholders and Management Board members is further strengthened by the share acquisition and retention obligations that Management Board members have under share ownership guidelines.

Clarity and Comprehensibility, GCGC

The remuneration system for the members of the Management Board is designed to be clear and comprehensible. It complies with the requirements of the German Stock Corporation Law (AktG) and takes into account the recommendations and suggestions presented in the German Corporate Governance Code (GCGC).

Procedures for Determining, Implementing, and Reviewing the Management Board Remuneration System

The remuneration system for the members of the Management Board is determined by the Supervisory Board of the Company in accordance with the statutory requirements and taking into account the recommendations and suggestions of the most current version of the German Corporate Governance Code. The Supervisory Board is supported in this by its Personnel Committee. The Personnel Committee of SÜSS MicroTec SE is responsible for developing proposals regarding the Management Board remuneration system, which it submits to the Supervisory Board for discussion and resolution. The Supervisory Board and the Personnel Committee may seek external advice if necessary, in particular for issues relating to the formulation of the remuneration system and assessing the appropriateness of the remuneration. When hiring external remuneration consultants, their independence is considered.

The remuneration system resolved by the Supervisory Board will be submitted to the Shareholders’ Meeting for approval.

To ensure appropriate, competitive remuneration in line with the market, the Supervisory Board reviews the remuneration system and the remuneration amounts for the Management Board on a regular basis. If necessary, the Supervisory Board will adopt changes. The remuneration system will be re-submitted to the Shareholders' Meeting for approval in case of material changes but at least every four years.

If the Shareholders' Meeting does not approve the remuneration system, the Supervisory Board will present a revised remuneration system for approval no later than at the following ordinary Shareholders' Meeting.

With regard to the avoidance and handling of (potential) conflicts of interest on the Supervisory Board, the general rules of the German Stock Corporation Act (AktG) are also observed and the recommendations of the German Corporate Governance Code, as amended, are taken into account in the process of establishing, implementing and reviewing the remuneration system. Every member of the Supervisory Board shall disclose any conflicts of interest to the Chair of the Supervisory Board without delay. In its report to the Shareholders' Meeting, the Supervisory Board shall provide information on conflicts of interest and how they are handled. In the event of a conflict of interest, the affected Supervisory Board or committee member shall not take part in the related discussion and voting in the Supervisory Board or Personnel Committee. Material, non-temporary conflicts of interest in the person of a Supervisory Board member will result in the termination of the appointment.

Determination of the Specific Target Total Remuneration by the Supervisory Board (Structure and Amount)

Based on the remuneration system approved by the Shareholders' Meeting, the Supervisory Board determines the specific target total remuneration for each Management Board member in accordance with Section 87 (1) of the German Stock Corporation Law (AktG). The specific target total remuneration is commensurate with the duties and performance of the Management Board member and the situation of the Company. Furthermore, the Supervisory Board ensures that the target total remuneration is structurally aligned with the sustainable long-term development of SUSS MicroTec and does not exceed the usual remuneration without special reasons.

The comparative environment of SUSS MicroTec (horizontal comparison) and the Company's internal remuneration structure (vertical comparison) are taken into account when reviewing the appropriateness of the remuneration amounts.

Horizontal – External Comparison

To assess appropriateness horizontally, the Supervisory Board compares the Management Board remuneration with that of a group of domestic and foreign peers to be determined by the Supervisory Board, taking account of factors such as the market position (especially industry, size, and country) and the economic situation of SUSS MicroTec. The companies in the peer group are comparable listed manufacturers of equipment for the semiconductor industry and selected competitors in markets related to the semiconductor industry. In addition, the Supervisory Board also regularly includes comparably sized listed companies from the TecDAX in the horizontal comparison. The analysis takes into account both SUSS MicroTec's positioning in the peer group and the various remuneration components.

Vertical – Internal Comparison

To assess appropriateness vertically, the Supervisory Board takes account of the ratio of the remuneration of the members of the Management Board to the remuneration paid to senior management and the rest of the workforce of SUSS MicroTec, including trends over time. For this purpose, senior management is defined by the Supervisory Board as the group of executives at the first (management) level below the Management Board.

Remuneration Components and their Relative Share of Target Total Remuneration and Other Components of the Remuneration System 2022

The Remuneration System 2022 for the members of the Management Board consists of remuneration components that are independent of performance (fixed) and those that are based on performance (variable). The sum total of these components determines the total remuneration of a Management Board member. The fixed, non-performance-based remuneration comprises the basic remuneration and fringe benefits, which may vary yearly in amount depending on the individual and the event. The variable performance-based remuneration comprises a short-term variable remuneration component in the form of an annual bonus (short-term incentive, or STI) and a long-term variable remuneration component (long-term incentive, or LTI) in the form of virtual performance shares with a four-year term (three-year performance period followed by a one-year lock-up period). The Supervisory Board ensures that the target for variable remuneration is ambitious and demanding.

The target total remuneration comprises the sum of all remuneration components used for determining the total remuneration. To determine the target total remuneration, the variable remuneration components (i.e., STI and LTI) are each considered with a target achievement of 100%.

The following table shows the shares of remuneration components in the target total remuneration:

Remuneration component	Share of the target total remuneration
Basic Remuneration	> ~ 30-40%
Fringe Benefits	> ~ 1-5%
Short-term Variable Remuneration (STI)	> ~ 25-35%
Long-term Variable Remuneration (LTI)	> ~ 30-40%

The above share may differ for members of the Management Board appointed for the first time if they are granted a sign-on bonus in an appropriate manner in line with market conditions, for example, to compensate for forfeited remuneration from previous employment relationships.

When structuring the target total remuneration, the Supervisory Board ensures that the long-term variable remuneration exceeds the short-term variable remuneration. This aligns the remuneration structure with the long-term and sustainable development of SUSS MicroTec while at the same time pursuing annual operating targets.

The possible total remuneration is capped for each Management Board position (the “maximum remuneration”).

Other supplementary components of the remuneration system include malus and clawback rules for variable remuneration and the share ownership guidelines with their share purchase and retention obligations for members of the Management Board.

Overview of the Components of the Remuneration System 2022

Remuneration component	Description	Remuneration component	Description
Remuneration Independent of Performance		Other	
Basic Remuneration	> Fixed annual salary (paid in twelve monthly installments)		
Fringe Benefits	> Primarily company cars and contributions to insurance		
Remuneration Based on Performance			
Short-term Variable Remuneration (STI)	Plan type		
		> Target bonus	
		> 35% sales	
	Performance criteria	> 35% net income for the fiscal year	
		> 15% sustainability target (ESG criteria)	
		> 15% innovation & market position	
	Payment cap	> 200% of the target amount	
	Duration	> One year	
Long-term Variable Remuneration (LTI)	Plan type	> Virtual performance share plan	
		> 25% return on capital employed (ROCE)	
		> 25% sales increase	
	Performance criteria	> 25% relative total shareholder return (TSR)	
		> 25% sustainability target (ESG criteria)	
		Payment cap	> 300% of the target amount
	Duration	> Four years (three-year performance period and a one-year lock-up period)	
			> Withholding and/or reclaiming of variable remuneration components in justified cases, e.g., in the event of a breach of statutory or contractual obligations or obligations arising from the articles of incorporation of the Company or the Company bylaws for the Management Board, or if payment is made based on incorrect data.
			> Obligation of Management Board members to acquire shares in the Company worth 100% of their annual gross basic remuneration and to hold these shares at least until the termination of their Management Board function.
			> Until this required number of shares is reached, at least 25% of the net amount of the performance-related remuneration paid out (STI and LTI) must be invested in shares of the Company each year.
			> Payments of all remuneration components (basic remuneration, fringe benefits, STI, and LTI) resulting from a fiscal year are capped at €3.0 million for the CEO and €2.5 million for each of the other regular members of the Management Board.

Maximum Remuneration Limits (Maximum Remuneration and Limitation of Variable Remuneration)

In addition to caps for individual performance criteria and variable remuneration components, the Supervisory Board has defined a maximum remuneration in accordance with Section 87a (1)(2)(1) German Stock Corporation Law (AktG) that covers all the remuneration components of the remuneration system. This includes basic remuneration, fringe benefits, and variable remuneration (STI and LTI). This maximum amount (total cap) is EUR 3.0 million for the Chief Executive Officer (CEO) and EUR 2.5 million for each of the other regular members of the Management Board. The maximum remuneration limits the total payments of all remuneration components resulting from a fiscal year and represents the maximum permissible remuneration within the remuneration system. In individual cases, the maximum remuneration levels agreed upon in individual contracts may be significantly lower than the maximum remuneration defined in accordance with Section 87a (1)(2)(1) of the German Stock Corporation Law (AktG).

Components of the Remuneration System 2022 in Detail

Remuneration Independent of Performance

The non-performance-based remuneration (fixed remuneration) of the members of the Management Board of SUSS MicroTec consists of the basic remuneration and fringe benefits.

Basic Remuneration

The basic remuneration is a fixed cash payment for the fiscal year based on the duties and responsibilities of the respective Management Board member in particular. It is paid in twelve equal monthly installments at the end of each month.

Fringe Benefits

Members of the Management Board may also be granted contractually stipulated fringe benefits in the form of noncash and other remuneration. These primarily include the provision of a company car that can also be used privately, as well as the payment of premiums and subsidies to insurance policies or the assumption of insurance premiums (e.g., inclusion in the Company's directors and officers liability insurance/ D&O insurance) with a deductible in accordance with Section 93 [2][3] of the German Stock Corporation Law [AktG], premiums for health and long-term care insurance and accident insurance, which may also provide for a benefit to the heirs of the Management Board member in the event of death). The Supervisory Board may grant other or additional fringe benefits customary in the market, such as the assumption of relocation costs for new hires. The type, amount, and duration of the non-cash benefits may vary according to the personal situation of the Management Board members. Based on the maximum remuneration, a maximum amount for fringe benefits is set for each Management Board member per fiscal year.

To recruit qualified candidates for the Management Board, the Supervisory Board may supplement the remuneration of first-time members of the Management Board in an appropriate manner and in line with market conditions with a sign-on bonus – for example, to compensate for forfeited remuneration from previous employment relationships.

Remuneration Based on Performance

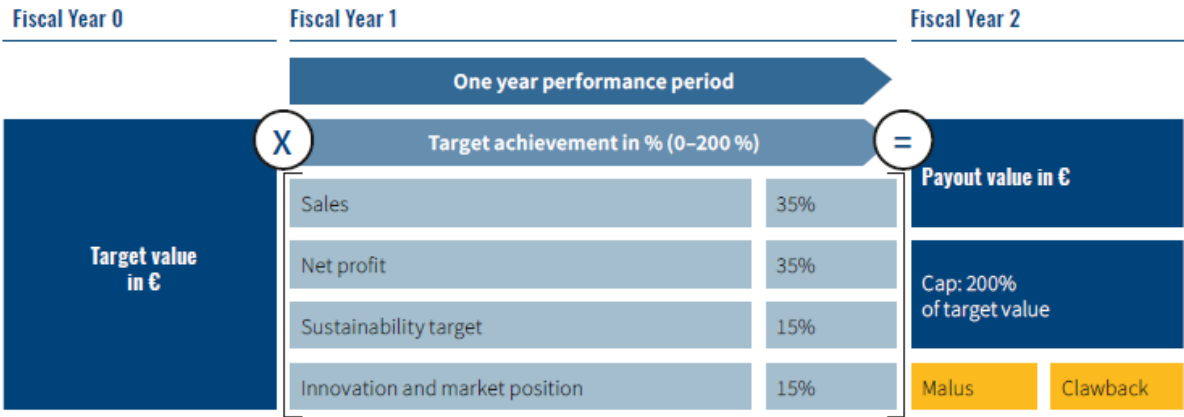
The remuneration based on performance consists of a short-term and a long-term variable remuneration component. The short-term variable component has a one-year term, while the long-term variable component is structured as virtual performance shares with a term of four years – a three-year performance period followed by a one-year lock-up period. The formulation of these remuneration components, which are described in detail below, provides incentives for the implementation of the corporate strategy of SUSS MicroTec and for the long-term and sustainable development of the Company.

Short-term Variable Remuneration (STI)

Main Features of the STI

The goal of short-term variable remuneration is to reward the operational implementation of corporate strategy. The key performance criteria defined in this context are two financial targets, namely sales

(35%) and net income for the fiscal year (35%), a sustainability target (15%), and a target for innovation & market position (15%).



Performance Criteria of the STI

Financial Performance Criteria – Sales & Net Income with a Weighting of 35% Each

This part of the STI is measured by the achievement of the two financial performance criteria of sales and net income for the fiscal year with an equal weighting of 35%, which are essential components of the corporate management of SUSS MicroTec.

> **Sales:** Sales are those reported in the audited and approved consolidated financial statements. Sales are a significant indicator in the Company and represent the value of goods and services that the Company has achieved in a fiscal year. In order to remain competitive in the highly technical and specialized semiconductor industry, it is necessary to focus on sales and corresponding profitable growth since this is the only way to sustainably generate the necessary funds for investments and innovations. The strategy of SUSS MicroTec aims for a long-term increase in sales and can be operationalized by integrating sales as a performance criterion in the STI.

> **Net income for the fiscal year:** Net income for the fiscal year is the net income reported in the audited and approved consolidated financial statements. The net income for the fiscal year is a direct derivative of sales and costs incurred by the Company in a fiscal year. Positive net income reflects the Company’s earning power and therefore ultimately its attractiveness for (potential) equity investors. SUSS MicroTec is aiming for healthy long-term growth so that net income for the fiscal year should also increase steadily in line with sales. The use of net income for the fiscal year in the STI takes this objective into account.

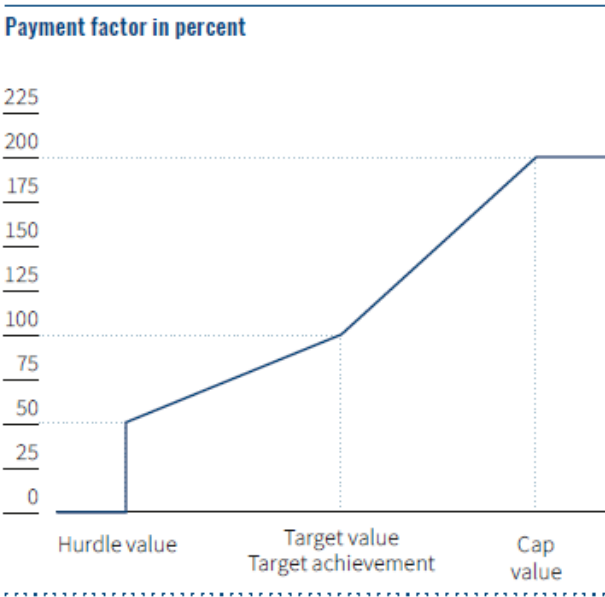
Before the start of a fiscal year, the Supervisory Board sets ambitious targets (including threshold and cap values) for each of these financial performance criteria. The target values of the two financial performance criteria are derived from the budget planning approved by the Supervisory Board for the respective fiscal year.

Target achievement for the two financial performance criteria is determined by comparing the actual value achieved in the fiscal year with the target value. Target achievement is converted into a payout factor for each performance criterion using a bonus curve. If the target achievement is lower than the

threshold, the payout factor for the performance criterion is 0%, meaning total failure to meet the financial targets is possible. If the target is achieved at the threshold level, the payout factor is 50%. If the actual value corresponds to the target value, the payout factor is 100%. If the target achievement is equal to or greater than the cap value, the payout factor of the financial performance criterion is 200%.

For the sales and net income targets, additional secondary conditions are integrated into the Remuneration System 2022 that are based on break-even sales and break-even net income for the fiscal year. If these “minimum levels” are not reached, the achievement of the corresponding target is 0%, regardless of the target achievement determined using a bonus curve.

For the financial targets, the bonus curves are diagrammed as follows:



Nonfinancial Performance Criterion – Sustainability Target with a Weighting of 15%

This part of the STI is measured by the achievement of the nonfinancial sustainability target, which has a total weighting of 15%. The sustainability target is composed of up to two nonfinancial performance criteria related to environmental, social, and governance performance (“ESG performance criteria”) that are derived from SUSS MicroTec’s sustainability strategy. The inclusion of sustainability in the STI reflects SUSS MicroTec’s ambition to provide targeted incentives for the implementation of the sustainability components of its comprehensive (overall) corporate strategy. SUSS MicroTec thereby highlights its focus on viewing its corporate responsibility holistically and drives long-term corporate success.

Each year, the Supervisory Board, at its own discretion, defines up to two equally weighted ESG performance criteria underlying the assessment of the sustainability target, which it selects from the following categories:

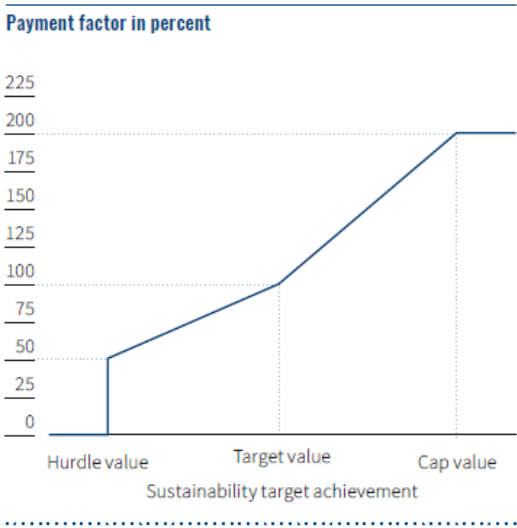
Category	ESG Aspects
Environmental	<ul style="list-style-type: none"> > Reduction of CO₂ emissions > Optimization of the use of resources > Reduction of waste > Circular economy
Social	<ul style="list-style-type: none"> > Employee satisfaction and development > Diversity > Inclusion > Occupational health and safety
Governance	<ul style="list-style-type: none"> > Compliance, in particular prevention of corruption and bribery > Risk Management > Responsible supply chain > Further development of the sustainability strategy > Reporting and communication

Before the start of a fiscal year, the Supervisory Board sets ambitious targets for the ESG performance criteria. The targets are based, among other things, on the operationalization of the SUSS MicroTec sustainability strategy.

With regard to the ESG targets determined by the Supervisory Board, a distinction must be made between quantitative and qualitative targets. Qualitative criteria that cannot be measured exactly must only be used in exceptional cases; in these cases, the Supervisory Board shall ensure that the qualitative criteria are definitely verifiable and stand up to scrutiny in accordance with the explanatory statement of the German Corporate Governance Code. The specific ESG targets, including an explanation of how they were applied, are disclosed in the Remuneration Report.

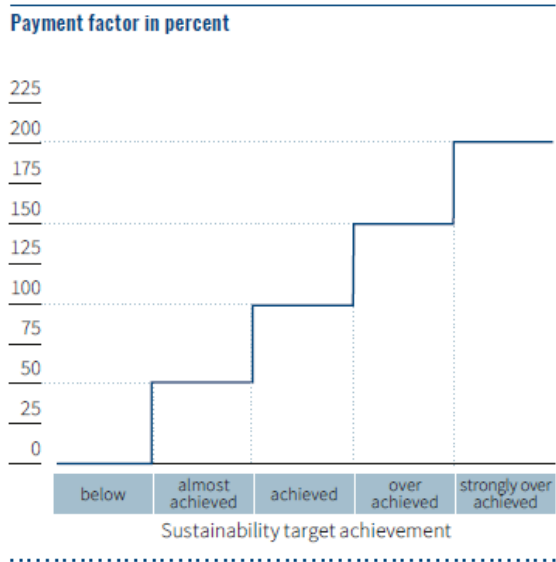
For each quantitative ESG target, the Supervisory Board defines a threshold and a cap value in addition to the target value. Target achievement for quantitative ESG targets is determined by comparing the actual value achieved for the respective ESG target in the fiscal year with the target value. Target achievement is converted into a payout factor for each performance criterion using a bonus curve. If the target achievement is lower than the threshold, the payout factor for the respective performance criterion is 0%, meaning total failure to meet the sustainability target is possible. If the target is achieved at the threshold level, the payout factor is 50%. If the actual value corresponds to the target value, the payout factor is 100%. If the target achievement is equal to or greater than the cap value, the payout factor is 200%.

For the quantitative ESG targets, the bonus curve is diagrammed as follows:



For each qualitative ESG target, the Supervisory Board assesses target achievement after the end of the fiscal year. In doing so, the Supervisory Board can set target achievement at five levels. The corresponding payout factor can range from 0%, in the case of a missed target, to 200%, in the case of significantly exceeding the targets. Total failure to meet the sustainability target is therefore possible.

The bonus curve for qualitative ESG targets is diagrammed as follows:



Nonfinancial Performance Criterion – Sustainability Target with Weighting of 15%

This part of the STI is measured by the achievement of the nonfinancial “innovation & market position” target, which has a total weighting of 15%. SUSS MicroTec’s corporate strategy is aimed at ensuring innovation and technology leadership and further expanding the Company’s market position in order to

sustain its success as a manufacturer of high-tech equipment for the semiconductor industry in the dynamic and highly competitive industry environment. The intention is to incentivize the kind of progress in innovation and market position that will improve the future viability and competitiveness of SUSS MicroTec and drive the Company’s long-term development.

Each year, the Supervisory Board, at its own discretion, defines up to two equally weighted performance criteria underlying the assessment of the “innovation & market position” target, which it selects from the following categories:

Category	Aspects
Innovation	<ul style="list-style-type: none"> > Implementation of centralized innovation projects and important research and development projects > (Further) development of innovative and forward-looking (key) technologies as well as digital business processes
Market position	<ul style="list-style-type: none"> > Preservation and expansion of market position, expansion of market share > Successful development of new growth markets

Before a fiscal year begins, the Supervisory Board sets ambitious targets for the performance criteria for innovation and/or market position.

With regard to the targets determined by the Supervisory Board, a distinction must be made between quantitative and qualitative targets. To the extent possible, the nonfinancial “innovation & market position” target is based on clearly defined and measurable quantitative criteria and the Management Board members are measured by the achievement of these criteria. Qualitative criteria that cannot be measured exactly must only be used in exceptional cases; in these cases, the Supervisory Board shall ensure that the qualitative criteria are definitely verifiable and stand up to scrutiny in accordance with the explanatory statement of the German Corporate Governance Code. The explanations of the non-financial ESG performance criteria of the STI apply accordingly to the definition of the specific criteria and the determination of target achievement by the Supervisory Board. The specific targets, including an explanation of how they were applied, are disclosed in the Remuneration Report.

Determination of Overall Target Achievement and Payment Methods

The overall target achievement level is calculated by multiplying the payout factors of the performance criteria by their respective weightings and then adding them together. To determine the payout amount, the overall target achievement is multiplied by the STI target amount, with the payout amount capped at 200% of the target amount.

A subsequent adjustment of the defined performance criteria or the target values for the performance criteria within the meaning of recommendation G.8 of the German Corporate Governance Code is excluded (repricing). However, the Supervisory Board is able to take extraordinary developments into account to an appropriate extent in accordance with Recommendation G.11 German Corporate Governance Code. In this respect, the employment contracts of Management Board members allow the Supervisory Board to adjust the variable remuneration components at its reasonable discretion in the event of extraordinary developments, provided the adjustment is limited to an adjustment of the assessment basis for the variable remuneration components excluding the extraordinary developments ("as if" calculation). If the Supervisory Board makes use of this option, the reasons for an adjustment and its scope will be communicated in the remuneration report for the fiscal year.

The STI is paid out in cash and is due for payment with the next ordinary salary cycle after approval of the consolidated financial statements of SUSS MicroTec.

If the Management Board employment contract begins or ends in the current fiscal year, the target amount is reduced pro rata temporis to the date of the beginning or end.

Target Values and Target Achievement (STI) for the 2023 Fiscal Year Financial Targets, Each with a Weighting of 35% of STI

in € million	Weighting in %	Break-even value	Threshold for 0% target achievement	Target Value for 100% Target Achievement	Threshold for 200% Target Achievement	Earnings 2023	Target achievement in
Sales	35%	303.9	300.6	339.7	400.7	327.2	84%
Profit for the year	35%	2.6	24.2	28.4	32.7	4.7	0%

Non-financial Targets, Each with a Weighting of 15% of STI for the 2023 Fiscal Year

Non-financial STI Targets	Non-financial Performance Criteria	Values Achieved in 2023 Fiscal Year	Target achievement level	
Sustainability Target	ESG performance criterion "Environmental & Governance" ¹ with weighting of 50%	<ul style="list-style-type: none"> > Presentation of a materiality analysis > Development of a sustainability strategy > New KPIs for Environmental ("E") and Governance ("G") > Energy audits for the 3 production sites > Definition of measures to reduce energy consumption > Reduce energy consumption (at least 5–10%) 	200%	150%
	ESG performance criterion "Social" ² with weighting of 50%	<ul style="list-style-type: none"> > Increase employee satisfaction and corporate vitality: > define process and system > New KPIs for Social ("S") > Systematic catalog of measures > Implementation of initial measures 	100%	
Target "Innovation & Market Position"	"Innovation" performance criterion with weighting of 50%	<ul style="list-style-type: none"> > Platform development > Product roadmap > Time and cost tracking > Business plans for each innovation 	100%	50%
	"Market position" performance criterion with weighting of 50%	<ul style="list-style-type: none"> > Market position improved in a defined specific product segment 	0%	

1 The ESG performance criteria from the Environmental & Governance categories relate to the Garching, Sternenfels and Hsinchu production sites.

2 The purpose of the ESG performance criterion from the Social category is to increase employee satisfaction and corporate vitality and relates to the Garching and Sternenfels sites.

The target values and target achievement levels for the STI in the 2023 fiscal year apply to the Management Board members Burkhardt Frick (CEO), Dr. Cornelia Ballwiesser (CFO), and Dr. Thomas Rohe (COO), and consequently to all current members of the Management Board of SÜSS MicroTec SE.

No variable remuneration was granted to Dr. Bernd Schulte. Taking into account that by law a Supervisory Board member may only be seconded to the Management Board of the Company for a very limited period of no more than one year, Dr. Bernd Schulte's employment contract stipulated that he would only receive the short-term variable remuneration regulated in each case in accordance with the Remuneration System 2022 if (i) the employment relationship exists for a period of more than twelve months and (ii) long-term variable remuneration only if the employment relationship exists for a period of at least thirty-six months. In order to be eligible for variable remuneration, Dr. Bernd Schulte would have needed to remain with the company as a member of the Management Board after his one-year secondment without returning to the Company's Supervisory Board. However, this was not the case.

The target values and target achievement levels for the STI in the 2023 fiscal year also apply to the former Management Board member Oliver Albrecht, who left the Management Board of the Company on April 30, 2023. Because his employment contract was still governed by the Remuneration System 2021, the financial targets (sales and net income for the for the fiscal year) were each assigned a weighting of 40%, with the sustainability goal (ESG) assigned a weighting of 20%.

Overall target achievement of STI 2023

The overall target achievement levels and the individual payout amounts for the STI for the 2023 fiscal year were as follows:

STI 2023 – Summary

2023 STI under Remuneration System 2022		Target amount (€)	Target achievement – sales (weighting: 35%)	Target achievement – net income for the fiscal year (weighting: 35%)	Target achievement – sustainability target (weighting: 15%)	Target achievement – Innovation & Market Position (weighting: 15%)	Overall target achievement	Payout amount (€)
Current Members of the Management Board	Burkhardt Frick (CEO) ¹	79,780.82	84%	0%	150%	50%	59%	47,070.68
	Dr. Cornelia Ballwiesser (CFO) ¹	120,000.00	84%	0%	150%	50%	59%	70,800.00
	Dr. Thomas Rohe (COO)	240,000.00	84%	0%	150%	50%	59%	141,600.00

¹ Due to the fact that both Burkhardt Frick and Dr. Cornelia Ballwiesser joined the Management Board during the fiscal year (on September 11, 2023 and July 1, 2023 respectively), the STI targets were reduced on a pro rata basis in line with the amount of time each member served on the Management Board in the 2023 fiscal year.

2023 STI under Remuneration System 2021		Target amount (€)	Target achievement – sales (weighting: 40%)	Target achievement – net income for the fiscal year (weighting: 40%)	Sustainability target (weighting: 20%)	Overall target achievement	Payout amount (€)
Former Members of the Management Board	Oliver Albrecht ¹	32,500.00	84%	0%	150%	64%	20,800.00

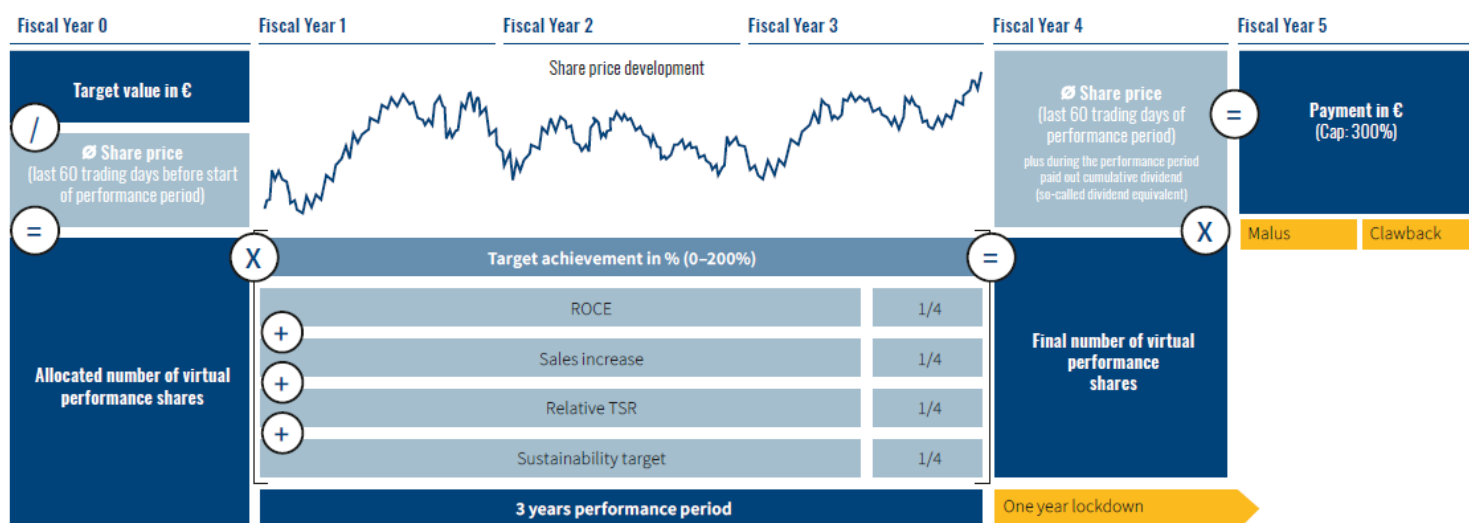
¹ Due to the fact that Oliver Albrecht stepped down from the Management Board during the fiscal year on April 30, 2023, his STI target was reduced on a pro rata basis in line with the amount of time he served on the Management Board in the 2023 fiscal year.

Long-term Variable Remuneration (LTI)

Main Features of the LTI

The LTI is intended to help promote the sustainable and long-term business development of SUSS MicroTec. In the Remuneration System 2022, this is done with a share-based approach using virtual performance shares (VPS). This capital market-oriented structure for the LTI links the interests of shareholders and Management Board members even more closely. Overall, the incentive is created to increase the value of the Company on a long-term and sustainable basis.

The LTI is granted annually as a tranche in the form of VPS. The term of an LTI tranche is four years, comprising a three-year performance period followed by a one-year lock-up period.



The number of conditionally granted VPS is determined by dividing the target amount of the LTI by the average share price of SUSS MicroTec (mean of the closing prices in the XETRA trading system [or a comparable successor system] of Deutsche Börse AG over the last 60 trading days before the start of the performance period). The number of VPS can increase or decrease depending on the achievement of the two financial performance criteria (return on capital employed [ROCE] and sales growth), a performance criterion based on the development of the share price (relative total shareholder return [TSR] compared to two peer groups) and a sustainability target. The four LTI performance criteria are equally weighted, with one fourth each going into the overall target achievement.

LTI Financial Criteria

Financial Performance Criteria Aligned to Business Performance – ROCE & Sales Growth Each with a Weighting of 25%

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

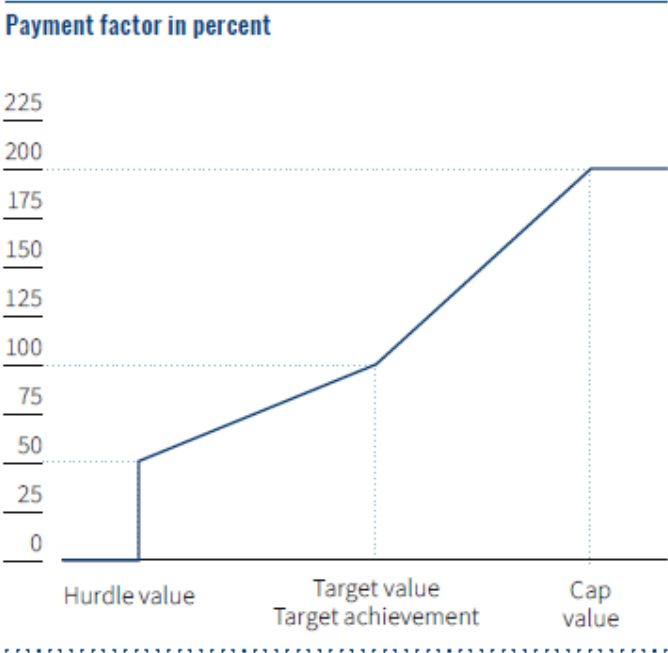
- > **ROCE:** ROCE for the performance period is calculated as the equally weighted average of the actual ROCE values for the individual fiscal years in the performance period. The actual ROCE value for each fiscal year is calculated as the quotient of earnings before interest and taxes (EBIT) as reported in the audited and approved consolidated financial statements of the Company, the average capital employed based on the Quarterly Reports, and the audited and approved consolidated financial statements in the respective fiscal year. ROCE is an important profitability indicator that describes the return on capital employed. The individual components of ROCE are each strategically important key figures for the Company. The optimization of the individual components leads accordingly to an improvement in the ROCE and therefore to a better use of the capital employed in the Company. The average ROCE within the performance period is decisive for achieving the target.
- > **Sales growth:** Sales growth refers to the increase in Group sales within the performance period and is measured as the compound annual growth rate (CAGR). In principle, the Company should

grow at least as fast as the market volume of the reference markets over the cycle, since otherwise there is a risk of losing market share in the medium and long term. Only through sustainable sales growth can the Company succeed in maintaining its leading market position in the relevant target markets in the long term and generate sustainable positive cash flows and thus funds for investments such as innovations or research and development.

Before the start of a fiscal year, the Supervisory Board sets ambitious targets (including threshold and cap values) for each of the financial performance criteria for the new tranche. These values remain applicable throughout the three-year performance period of a tranche. The target value to be set by the Supervisory Board is based on the expected return on capital employed according to the corporate strategy (for the ROCE performance criterion) or on the strategically planned sales growth (for the sales growth performance criterion) so that a high strategic relevance of the performance criteria can be ensured.

The Supervisory Board determines whether the financial performance criteria have been met after approving the consolidated financial statements for the final year of the performance period. Target achievement for the financial performance criteria is determined by comparing the respective actual value achieved during the performance period with the defined target value. Target achievement is converted into a payout factor for each performance criterion using a bonus curve. If the respective target achievement is lower than the threshold, the payout factor for the respective performance criterion is 0%, meaning total failure to meet the financial respective targets is possible. If the target is achieved at the threshold level, the payout factor is 50%. If the actual value corresponds to the target value, the payout factor is 100%. If the target achievement is equal to or greater than the cap value, the payout factor is 200%.

For the financial targets, the bonus curves are diagrammed as follows:

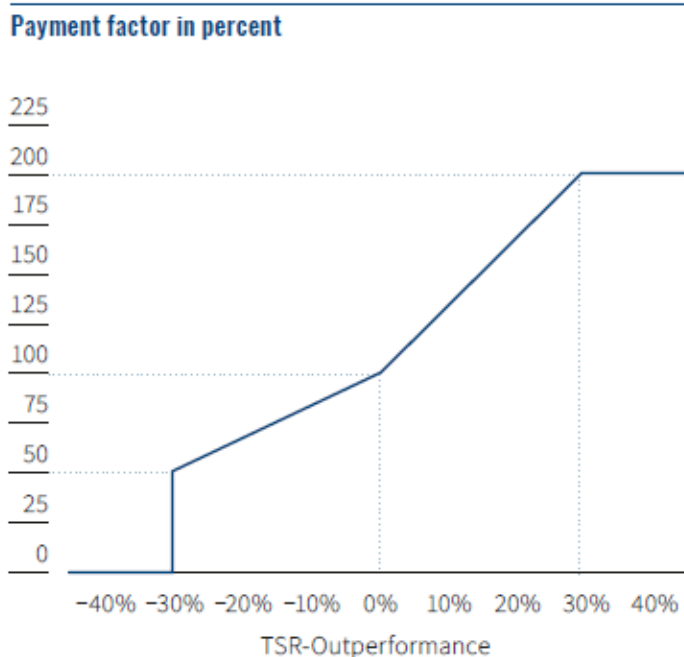


Financial, Share Price-Based Performance Criterion – Relative TSR with a Weighting of 25%

The relative total shareholder return (TSR) is another performance criterion that reflects the performance of the SUSS MicroTec share, including dividends, and compares the TSR performance of SUSS MicroTec with the TSR performance of two peer groups, the Philadelphia Semiconductor Index as an international sector index and the DAXsector Technology Index as a technology-focused German index. The vesting is determined by the extent to which the TSR of the SUSS MicroTec share exceeds or falls below the TSR of the companies in the two peer groups over the performance period. The share-based provision of the LTI and the integration of a share price-based performance criterion strengthen the alignment of interests between the Management Board members and shareholders.

The calculation of target achievement is based on the TSR outperformance for SUSS MicroTec compared to the two benchmark indices. The outperformance corresponds to the difference between the TSR of the SUSS MicroTec share and the TSR of the respective peer group in percentage points. An identical TSR performance from SUSS MicroTec and the respective benchmark index leads to a TRS outperformance of 0% and corresponds to a target achievement of 100%. The threshold of -30% means that the TSR performance of SUSS MicroTec is 30% below the index performance and corresponds to a payout of 30%. In the case of an outperformance of +30% for SUSS MicroTec compared to the benchmark index, the payout is capped at 200%.

The bonus curve is diagrammed as follows:



The payout factors determined based on the TSR outperformance versus the respective benchmark index are taken into account on an equally weighted basis when determining the final payout factor for the relative TSR.

Nonfinancial Performance Criterion – Sustainability Target with a Weighting of 25%

The explanations of the nonfinancial ESG performance criteria of the STI apply analogously to the sustainability target that is the fourth overall performance criterion of the LT, with the proviso that the targets are based on three fiscal years (performance period) instead of just one. The Supervisory Board specifically ensures that different nonfinancial ESG performance criteria are selected for the STI and LTI in order to rule out double incentivization. ESG performance criteria for the sustainability target are selected based on SUSS MicroTec's sustainability strategy.

Determination of Overall Target Achievement and Payment Methods

To determine the overall target achievement in the LTI, the calculated payout factors of ROCE, sales growth, relative TSR, and sustainability target are each multiplied by 25% and added together, i.e., they are included in the overall target achievement with equal weight.

The final number of VPS will be determined after the end of the three-year performance period. For this purpose, the number of VPS conditionally granted at the beginning for the performance period is multiplied by the overall target achievement. The resulting final number of VPS is multiplied in the next step by the sum of the average share price of SUSS MicroTec (arithmetic mean of the closing prices in the XETRA trading system or an equivalent successor system of Deutsche Börse AG) of the last 60 trading days before the end of the performance period and the cumulative dividend paid out during the performance period (the dividend equivalent) to determine the payout amount. The amount thereby designated for payment is not paid out until after a one-year lock-up period so the total inflow does not occur until four years after allocation of the relevant LTI tranche at the earliest. The payout amount is capped at 300% of the LTI target amount.

A subsequent adjustment of the defined performance criteria or the target values or comparison parameters for the performance criteria within the meaning of Recommendation G.8 of the German Corporate Governance Code is excluded.

The VPS are paid out in cash. The Supervisory Board is entitled to pay out the LTI in full or in part as no-par value shares in SUSS MicroTec instead of a cash payment.

A subsequent adjustment of the defined performance criteria or the target values or comparison parameters for the performance criteria within the meaning of Recommendation G.8 of the German Corporate Governance Code is excluded (repricing). However, the Supervisory Board is able to take extraordinary developments into account to an appropriate extent in accordance with Recommendation G.11 German Corporate Governance Code. In this respect, the employment contracts of Management Board members allow the Supervisory Board to adjust the variable remuneration components at its reasonable discretion in the event of extraordinary developments, provided the adjustment is limited to an adjustment of the assessment basis for the variable remuneration components excluding the extraordinary developments ("as if" calculation).

The MicroOptics business unit operated by SÜSS MicroOptics S.A., Hauterive, Switzerland ("SMO"), was sold in Q1 2024 in line with the strategy of focusing the Group on core semiconductor markets and concentrating more strongly on the growth opportunities of the Advanced Backend Solutions and Photomask Equipment business units. Due to the sale of the company and the complete discontinuation of the MicroOptics business unit, the composition of the SUSS MicroTec Group has changed significantly and the corporate planning has been adjusted accordingly. Due to this extraordinary devel-

opment, the Supervisory Board made use of the option recommended by G.11 of the German Corporate Governance Code and adjusted the targets for the current LTI tranches (2022-2024 and 2023-2025) to exclude the business of SMO by deducting the relevant planned and target values for sales growth and ROCE as shown in the tables below.

LTI tranches issued to all current members of the Management Board - 2023

LTI tranche 2023–2025: Target values for the LTI tranche issued in the reporting year with performance period 2023–2025 – Financial performance criteria Remuneration System 2022, each with a weighting of 25% of LTI) – sustainability target reported separately

	Threshold for 0% target achievement	Target Value for 100% Target Achievement	Cap for 200% Target Achievement	Overall degree of target achievement ¹
Return on capital employed (ROCE) (previously with MicroOptics business)	20.00% (19%)	23.00% (22%)	26.00% (25%)	Performance period not yet complete
Sales growth (previously with MicroOptics business)	7.06% (7.12%)	10.09% (10.17%)	13.12% (13.22%)	Performance period not yet complete
Relative TSR ²	-30%	0%	30%	Performance period not yet complete

1 The target achievement levels will be determined after the end of the three-year performance period on December 31, 2025.

2 The percentage figures in connection with relative total shareholder return (TSR) relate to TSR outperformance (calculated using the average closing prices for SÜSS MicroTec over the last 30 trading days in XETRA trading).



Sustainability target: Sustainability-related target values for the LTI tranche with performance period 2023–2025 (Remuneration System 2022, each with a weighting of 25% of LTI)

Sustainability target: improve sustainability ratings of SÜSS MicroTec			Overall degree of target achievement ¹
	Threshold for 50% target achievement	No downgrade in ISS and Sustainalytics ratings (compared to 2022/early 2023) and a rating of Good or better from EcoVadis or an equivalent agency	
Sustainability target: Improve sustainability rating of SÜSS MicroTec	Target Value for 100% Target Achievement	Meet aforementioned targets and: rating from one of the three aforementioned agencies improved by one category (compared to 2022/early 2023)	Performance period not yet complete
	Cap for 200% Target Achievement	Meet aforementioned targets and: Rating from two of the three aforementioned agencies improved by one category (compared to 2022/early 2023)	

¹ The target achievement level for the sustainability target will be determined after the end of the three-year performance period on December 31, 2025.

The target values and target achievement levels for the 2023-2025 LTI tranches issued on the basis of the Remuneration System 2022 apply to the Management Board members Burkhardt Frick (CEO), Dr. Cornelia Ballwiesser (CFO) and Dr. Thomas Rohe (COO), and consequently to all current members of the Management Board of SÜSS MicroTec SE.

No variable remuneration was granted to Dr. Bernd Schulte. Taking into account that by law a Supervisory Board member may only be seconded to the Management Board of the Company for a very limited period of no more than one year, Dr. Bernd Schulte's employment contract stipulated that he would only receive the short-term variable remuneration regulated in each case in accordance with the Remuneration System 2022 if (i) the employment relationship exists for a period of more than twelve months and (ii) long-term variable remuneration only if the employment relationship exists for a period

of at least thirty-six months. In order to be eligible for variable remuneration, Dr. Bernd Schulte would have needed to remain with the company as a member of the Management Board after his one-year secondment without returning to the Company's Supervisory Board. However, this was not the case.

2023 LTI tranche issued to former Management Board member Oliver Albrecht

LTI tranche 2023–2025: Target values for the LTI tranche issued in 2023 with performance period 2023–2025 (Remuneration System 2021, each with a weighting of 1/3 of LTI)

	Threshold for 0% target achievement	Target Value for 100% Target Achievement	Cap for 200% Target Achievement	Values Achieved in 2023 Fiscal Year	Overall target achievement ¹
Return on capital employed (ROCE) (previously with SMO business)	20.00% (19%)	23.00% (22%)	26.00% (25%)	Performance period not yet complete	
Increase in sales (previously with SMO business)	10.09% (7.12%)	7.06% (10.17%)	13.12% (13.22%)	Performance period not yet complete	
Relative TSR ²	-30%	0%	30%	Performance period not yet complete	

1 The target achievement levels will be determined after the end of the three-year performance period on December 31, 2025.

2 The percentage figures in connection with relative total shareholder return (TSR) relate to TSR outperformance (calculated using the average closing prices for SUSS MicroTec over the last 30 trading days in XETRA trading).

2022 LTI tranches issued to current Management Board member Dr. Thomas Rohe and former Management Board members Oliver Albrecht and Dr. Götz Bendele

LTI tranche 2022–2024 Target values for the LTI tranche issued in 2022 with performance period 2022–2024 (Remuneration System 2021, each with a weighting of 1/3 of LTI)

	Threshold for 0% target achievement	Target Value for 100% Target Achievement	Cap for 200% Target Achievement	Overall target achievement ¹
Return on capital employed (ROCE) (previously with SMO business)	19.00% (14%)	22.00% (19%)	25.00% (24%)	Performance period not yet complete
Increase in sales (previously with SMO business)	6.93% (7.71%)	9.90% (11.01%)	12.87% (14.31%)	Performance period not yet complete
Relative TSR ²	-30%	0%	30%	Performance period not yet complete

1 The target achievement levels will be determined after the end of the three-year performance period on December 31, 2024.

2 The percentage figures in connection with relative total shareholder return (TSR) relate to TSR outperformance (calculated using the average closing prices for SUSS MicroTec over the last 30 trading days in XETRA trading).

2021 LTI tranches issued to current Management Board member Dr. Thomas Rohe and former Management Board member Dr. Götz Bendele

2021–2023 LTI tranche: target values for the LTI tranche issued in 2021 with performance period 2021–2023 (Remuneration System 2021, each with a weighting of 1/3 of LTI)

	Threshold for 0% target achievement	Target Value for 100% Target Achievement	Cap for 200% Target Achievement	Values Achieved in 2023 Fiscal Year (As of 12/31/2023)	Performance criteria target achievement levels	Overall target achievement ¹
Return on capital employed (ROCE)	14%	19%	24%	13.89%	0%	
Increase in sales	6.72%	9.60%	12.48%	9.08%	91%	68%
Relative TSR ¹	-30%	0%	30%	3.82%	113%	

1 The percentage figures in connection with relative total shareholder return (TSR) relate to TSR outperformance (calculated using the average closing prices for SUSS MicroTec over the last 30 trading days in XETRA trading).

The following table shows the allocated LTI target amount for each Management Board member and the payout amount for the 2021-2023 LTI tranche, calculated on the basis of the overall target achievement level and the share price performance. The payout amount will only be paid out after the expiry of a one-year lock-up period as part of the settlement run following the approval of the consolidated financial statements for the 2024 fiscal year, and no earlier than four years after the issue date of the 2021-2023 LTI tranche. As a result, the amount will be paid to the members of the Management Board in May 2025.



Overall target achievement – 2021–2023 LTI tranche

	LTI target amount in € thousand	Allocation price in €	Contingent (provi- sional) number of performance shares	Overall target achievement in %	Final number of performance shares	Payout price in € ³	Payout amount in € thousand
Dr. Thomas Rohe (COO)	90 ¹		5,208	68%	3,542		82
Oliver Albrecht (left: 4/30/2023)	103	17.28 ²	5,932	68%	4,034	23.10	93
Dr. Götz Bendele (left: 10/16/2022)	162 ¹		9,375	68%	6,375		147

¹ The LTI target amount was reduced on a pro rata basis in line with the amount of time served on the Management Board in the 2021 fiscal year due to the member stepping down from the Management Board during the fiscal year on May 1, 2021.

² The average closing price (arithmetic mean) of SÜSS MicroTec SE on the XETRA exchange of Deutsche Börse AG over the last 60 trading days prior to the beginning of the performance period.

³ The average closing price (arithmetic mean) of SÜSS MicroTec SE on the XETRA exchange of Deutsche Börse AG over the last 60 trading days prior to the end of the performance period.

Other Regulations Relevant to Remuneration

Malus and Clawback

The Supervisory Board has the option to withhold (malus) or reclaim (clawback) variable remuneration components in part or in full in the cases listed below.

In the event of at least one serious and culpable breach by the Management Board member of statutory or contractual obligations or obligations arising from the articles of incorporation of the Company or the Company bylaws for the Management Board, the Supervisory Board may, at its due discretion, reduce and retain variable remuneration components that have not yet been paid out or reclaim variable remuneration components that have already been paid out. An assertion of the clawback right is excluded if the breach of obligation dates back more than ten years.

If variable remuneration components were wrongly paid out to the Management Board member based on incorrect data, the Supervisory Board may, at its due discretion, demand the full or partial return of the difference resulting from the recalculation of the amount of variable remuneration compared to the amount paid out.

The clawback and malus rights shall also exist if the position or employment relationship of the Management Board member has already ended at the time the clawback and/or malus rights are asserted. The Management Board member may not appeal the fact that the reclaimed variable remuneration is no longer available in their assets. Claims by the Company for damages, in particular under Section 93(2)(1) of the German Stock Corporation Law (AktG), the right of the Company to revoke the appointment pursuant to Section 84(4) AktG, and the right of the Company to terminate the employment contract without notice (Section 626(1) of the German Civil Code [BGB]) shall remain unaffected.

In the year under review, no circumstances were identified that would have justified a corresponding withholding or clawback. Accordingly, no use was made of the option to withhold or clawback variable remuneration components.

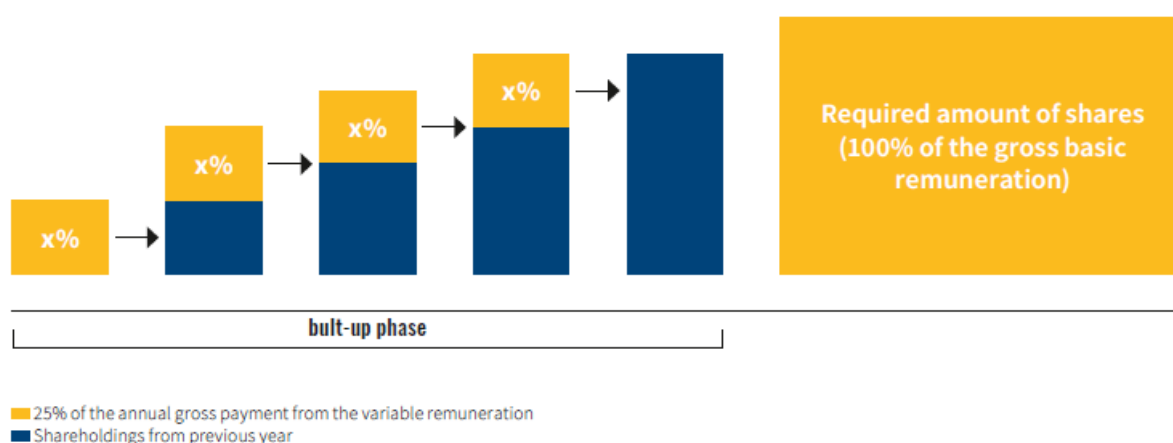
Share ownership guidelines

To further align the interests of the shareholders and the Management Board, there are share ownership guidelines (“SOG”) for all Management Board members that require the Management Board members to make a substantial personal investment in SÜSS MicroTec shares for the duration of their term of office. The guidelines require the members of the Management Board to invest an amount equal to 100% of their annual gross basic remuneration in SÜSS MicroTec shares and to hold these shares at least until the termination of their Management Board function (“equity investment target”). The members of the Management Board are required to invest at least 25% of their (net) payout from the variable remuneration (STI and LTI) in SÜSS MicroTec shares until the SOG target is reached (“minimum annual investment”).

It is the Supervisory Board’s view that the defined conditions of the share ownership guidelines are balanced. It avoids a potentially deterrent effect on the recruitment of candidates for the Management Board without compromising the strategic objectives.

As a result of the employment contracts concluded in the 2023 fiscal year with Burkhardt Frick (CEO), Dr. Cornelia Ballwiesser (CFO), and Dr. Thomas Rohe (COO) - whose employment contract was transferred over to the Remuneration System 2022 - the Share Ownership Guidelines have been incorporated into the employment contracts of all of the current members of the Management Board of SÜSS MicroTec SE. The minimum annual investment requirement applies as soon as variable remuneration is paid to the members of the Management Board on the basis of the new Management Board contracts. As a result, it will apply for the first time in the current fiscal year if the short-term variable remuneration for the 2023 fiscal year is paid out in March 2024 as part of the next payroll run following the approval of the consolidated financial statements as at December 31, 2023.

Share Ownership Guidelines



The minimum investment requirement for Management Board members will apply for the first time in the current fiscal year if the 2023 STI is paid out to the current members of the Management Board. Any such share purchases must be disclosed in the next Remuneration Report in 2024 in line with the Share Ownership Guidelines. An overview of the investments which have been made by the members of the Management Board as of the reporting date of December 31, 2023 is provided below.

Shareholdings of the Management Board under the Share Ownership Program as of December 31, 2023

Management Board member	Number of shares	Total invested on acquisition	Minimum investment requirement as of 12/31/2023 ¹	Total investment requirement
Burkhardt Frick (CEO) ²	3,106	€ 83,550.95	-	€ 300,000
Dr. Cornelia Ballwiesser (CFO)	-	-	-	€ 275,000
Dr. Thomas Rohe (COO) ³	-	-	-	€ 275,000

1 Sum total of 25 percent of the annual gross variable remuneration payments since the beginning of the respective build-up phase. Applies in the 2024 fiscal year for the first time if the variable remuneration for the 2024 fiscal year is paid out.

2 Burkhardt Frick was promised a one-time sign-on bonus of € 150,000 upon joining the Company, under the proviso that he would invest the full net amount in SUSS MicroTec shares and transfer the shares acquired in this manner to the share ownership program (Share Ownership Guidelines).

3 Dr. Thomas Rohe has not made use of the option to transfer the SUSS MicroTec shares acquired before the Share Ownership Guidelines came into effect to the share ownership program and to have the price paid for these shares counted towards the investment target.

Joining or Leaving During the Year

In the event of a Management Board appointment commencing or ending during the course of a fiscal year, the basic remuneration, the target amount of the STI, and the target amount of the LTI are reduced pro rata temporis in accordance with the length of service in the relevant fiscal year. Under certain circumstances, variable remuneration entitlements may expire without replacement depending on the reason for departure as described above.

Extraordinary Developments

In accordance with recommendation G.11 of the German Corporate Governance Code, the Supervisory Board has the option to take reasonable account of extraordinary developments in the performance-based remuneration.

Post-contractual Non-competition Agreement

The employment contracts of the current members of the Management Board contain a post-contractual non-competition agreement lasting a period of one year, which can be waived by the Company. The employment contracts of Oliver Albrecht and Dr. Götz Bendele also included an agreement to this effect. If the post-contractual non-competition clause is invoked, the respective member of the Management Board must be paid compensation for the period that the clause is in effect equal to 50% of their most recent basic remuneration and 50% of their most recent short-term variable remuneration (STI). Any severance payment will be deducted from the compensation.

The termination agreement concluded with Dr. Götz Bendele on December 15, 2022 revoked his post-contractual non-competition clause and his entitlement to compensation. Oliver Albrecht, who stepped down from the Management Board on April 30, 2023, was paid compensation of EUR 131,200.00 for the period from May 1, 2023 to December 31, 2023 in accordance with his contract.

Remuneration of the Management Board Members in the 2023 Fiscal Year

The tables below show the respective target remuneration of the Management Board members in the 2023 reporting year for the 2023 fiscal year. This comprises the target remuneration promised for the fiscal year, which is granted if 100% of the target is achieved, supplemented by details of the minimum and maximum remuneration achievable on an individual basis. There are no differences in the basic remuneration and fringe benefits.

Target remuneration of the Management Board members

Target remuneration of the current Management Board members

Burkhardt Frick, Chief Executive Officer (CEO), Joined: 9/11/2023

Target Remuneration	2023 (100%)	2022 (100%)	2023 (min)	2023 (max)
Basic Remuneration	92,857.00	–	92,857.00	92,857.00
Fringe Benefits ¹	24,516.96	–	24,516.96	24,516.96
Sign-on bonus (with share purchase and retention requirement) ²	150,000.00	–	–	150,000.00
Expenses for retirement benefits	–	–	–	–
Total	267,373.96	–	117,373.96	267,373.96
Short-term Variable Remuneration (STI)	79,780.82	–	0	159,561.64
Long-term Variable Remuneration (LTI): 2023 tranche (performance period 1/1/2023 to 12/31/2025 and lock-up period 1/1/2026 to 12/31/2026) ³	84,383.56	–	0	253,150.68
Target Total Remuneration	431,538.34	–	117,373.96	680,086.29

- 1 The fringe benefits include allowances for voluntary retirement insurance, the non-cash benefit of a company car that can also be used privately or a car allowance, contributions to health insurance as well as the reimbursement of relocation costs for work purposes and an allowance towards the cost of renting a company apartment in the greater Munich area for a limited period of four months.
- 2 Burkhardt Frick was promised a one-time sign-on bonus of € 150,000 upon joining the Company, under the proviso that he would invest the full net amount in SÜSS MicroTec shares and transfer the shares acquired in this manner to the share ownership program (Share Ownership Guidelines).
- 3 The amount is equivalent to the maximum achievable payout, which is limited to 300 percent of the target amount. The LTI payout is calculated on the basis of the final number of performance shares – which is dependent on the overall target achievement level (0 to 200 percent) at the end of the performance period – multiplied by the sum total of the average closing price (arithmetic mean) of SÜSS MicroTec SE on the XETRA exchange of Deutsche Börse AG over the last 60 trading days prior to the end of the performance period and the cumulative dividends paid out during the performance period (the dividend equivalent).



Dr. Cornelia Ballwiesser, Chief Financial Officer (CFO), Joined: 7/1/2023

Target Remuneration	2023 (100%)	2022 (100%)	2023 (min)	2023 (max)
Basic Remuneration	137,500.00	–	137,500.00	137,500.00
Fringe Benefits ¹	13,460.00	–	13,460.00	13,460.00
Sign-on & retention bonus ²	100,000.00	–	–	100,000.00
Expenses for retirement benefits	–	–	–	–
Total	250,960.00	–	150,960.00	250,960.00
Short-term Variable Remuneration (STI)	120,000.00	–	0	240,000.00
Long-term Variable Remuneration (LTI): 2023 tranche (performance period 1/1/2023 to 12/31/2025 and lock-up period 1/1/2026 to 12/31/2026) ³	130,000.00	–	0	390,000.00
Target Total Remuneration	500,960.00	–	150,960.00	880,960.00

1 The fringe benefits include allowances for voluntary retirement insurance, the non-cash benefit of a company car that can also be used privately or a car allowance and contributions to health insurance.

2 Dr. Cornelia Ballwiesser was promised a one-time sign-on bonus of € 100,000 upon joining the Company on July 1, 2023. One of the main factors which contributed to this offer was the fact that her employment contract with her previous employer was originally due to run until October 31, 2023. Dr. Cornelia Ballwiesser has also been promised a retention bonus. This bonus is to be paid out as part of the payroll run immediately following each full year of employment (i.e. following the same date each year) of her three-year employment period, provided that she is still employed by the Company and serving as a member of the Management Board on that date. An amount of € 40,000 will be paid for each retention bonus. The retention bonus has not yet been included in the target total remuneration, as it had not yet been earned in full or on a pro rata basis by December 31, 2023.

3 The amount is equivalent to the maximum achievable payout, which is limited to 300 percent of the target amount. The LTI payout is calculated on the basis of the final number of performance shares – which is dependent on the overall target achievement level (0 to 200 percent) at the end of the performance period – multiplied by the sum total of the average closing price (arithmetic mean) of SÜSS MicroTec SE on the XETRA exchange of Deutsche Börse AG over the last 60 trading days prior to the end of the performance period and the cumulative dividends paid out during the performance period (the dividend equivalent).

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Dr. Thomas Rohe, Chief Operations Officer (COO), Joined: 5/1/2021

Target Remuneration	2023 (100%)	2022 (100%)	2023 (min)	2023 (max)
Basic Remuneration	275.000,00	202.500,00	275.000,00	275.000,00
Fringe Benefits ¹	41.629,72	47.331,92	41.629,72	41.629,72
Retention bonus ²	20.000,00	20.000,00		20.000,00
Expenses for retirement benefits	-	-	-	-
Total	336.629,72	269.831,92	316.629,72	336.629,72
Short-term Variable Remuneration (STI)	240.000,00	112.500,00	0	480.000,00
Long-term Variable Remuneration (LTI): 2022 tranche (performance period 1/1/2022 to 12/31/2024 and lock-up period 1/1/2025 to 12/31/2025)	-	135.000,00	-	-
Long-term Variable Remuneration (LTI): 2023 tranche (performance period 1/1/2023 to 12/31/2025 and lock-up period 1/1/2026 to 12/31/2026) ³	260.000,00	-	0	780.000,00
Target Total Remuneration	836.629,72	517.331,92	316.629,72	1.596.629,72

1 The fringe benefits include allowances for voluntary retirement insurance, the non-cash benefit of a company car that can also be used privately or a car allowance, contributions to health insurance and an allowance towards rental payments for accommodation in the vicinity of the Sternfels production site.

2 Third and final installment of the retention bonus of €20,000 that Dr. Thomas Rohe was promised when he took up his position in 2021 in recognition of the fact that his initial appointment has lasted for three years.

3 The amount is equivalent to the maximum achievable payout, which is limited to 300 percent of the target amount. The LTI payout is calculated on the basis of the final number of performance shares – which is dependent on the overall target achievement level (0 to 200 percent) at the end of the performance period – multiplied by the sum total of the average closing price (arithmetic mean) of SÜSS MicroTec SE on the XETRA exchange of Deutsche Börse AG over the last 60 trading days prior to the end of the performance period and the cumulative dividends paid out during the performance period (the dividend equivalent).

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Target remuneration of the former Management Board
Members who stepped down in the 2023 fiscal year

Dr. Bernd Schulte, Former Chief Executive Officer (CEO), Left: 9/10/2023¹

Target Remuneration	2023 (100%)	2022 (100%)	2023 (min)	2023 (max)
Basic Remuneration	251,678.57	76,660.71	251,678.57	251,678.57
Fringe Benefits ²	8,441.58	2,586.67	8,441.58	8,441.58
Expenses for retirement benefits	-	-	-	-
Total	260,120.15	79,247.38	260,120.15	260,120.15
Short-term Variable Remuneration (STI)	-	-	-	-
Long-term Variable Remuneration (LTI): 2022 tranche (performance period 1/1/2022 to 12/31/2024 and lock-up period 1/1/2025 to 12/31/2025)	-	-	-	-
Long-term Variable Remuneration (LTI): 2023 tranche (performance period 1/1/2023 to 12/31/2025 and lock-up period 1/1/2026 to 12/31/2026)	-	-	-	-
Ziel-Gesamtvergütung	260,120.15	79,247.38	260,120.15	260,120.15

1 Return to the Supervisory Board after temporary secondment to the Management Board (October 17, 2022 to September 10, 2023) due to Dr. Götz Bendele's sabbatical and resignation.

2 The fringe benefits include allowances for voluntary retirement insurance and contributions to health insurance.

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Oliver Albrecht, Former Chief Financial Officer (CFO), Left: 4/30/2023

Target Remuneration	2023 (100%)	2022 (100%)	2023 (min)	2023 (max)
Basic Remuneration	100,000.00	300,000.00	100,000.00	100,000.00
Fringe Benefits ¹	7,974.32	23,400.48	7,974.32	7,974.32
Expenses for retirement benefits	-	-	-	-
Total	107,974.32	323,400.48	107,974.32	107,974.32
Short-term Variable Remuneration (STI)	32,500.00	97,500.00	0	65,000.00
Long-term Variable Remuneration (LTI): 2022 tranche (performance period 1/1/2022 to 12/31/2024 and lock-up period 1/1/2025 to 12/31/2025)	-	102,500.00	-	-
Long-term Variable Remuneration (LTI): 2023 tranche (performance period 1/1/2023 to 12/31/2025 and lock-up period 1/1/2026 to 12/31/2026) ²	34,166.67	-	-	102,500.00
Target Total Remuneration	174,640.99	523,400.48	107,974.32	241,307.66

1 The fringe benefits include allowances for voluntary retirement insurance, the non-cash benefit of a company car that can also be used privately or a car allowance and contributions to health insurance.

2 The amount is equivalent to the maximum achievable payout, which is limited to 300 percent of the target amount. The LTI payout is calculated on the basis of the final number of performance shares – which is dependent on the overall target achievement level (0 to 200 percent) at the end of the performance period – multiplied by the sum total of the average closing price (arithmetic mean) of SÜSS MicroTec SE on the XETRA exchange of Deutsche Börse AG over the last 60 trading days prior to the end of the performance period and the cumulative dividends paid out during the performance period (the dividend equivalent).

Remuneration granted and owed to members of the Management Board in fiscal year 2023:

In the interests of transparency and reporting that is as close to the period as possible, remuneration is reported in accordance with a performance-based interpretation. Accordingly, the short-term variable remuneration (STI) for the 2023 fiscal year, for example, is considered to be granted or owed, although it is not due for payment until the 2024 fiscal year. The background to this is that the underlying performance had been provided in full by the end of the 2023 fiscal year.

In the 2023 fiscal year, the current and former members of the Management Board were remunerated as shown in the following tables.

Burkhardt Frick, Chief Executive Officer (CEO), Joined: 9/11/2023

Remuneration granted and owed	2023	in %	2022	in %
Basic Remuneration	92,857.00	29.53%	-	-
Fringe Benefits	24,516.96	7.80%	-	-
Sign-on bonus (with share purchase and retention requirement) ¹	150,000.00	47.70%	-	-
Expenses for retirement benefits	-	-	-	-
Total	267,373.96	85.03%	-	-
Short-term Variable Remuneration (STI)	47,070.68	14.97%	-	-
Long-term Variable Remuneration (LTI): 2023 tranche (performance period 1/1/2023 to 12/31/2025 and lock-up period 1/1/2026 to 12/31/2026) ²	-	-	-	-
Total remuneration³	314,414.64	100.00%	-	-

1 Burkhardt Frick was promised a one-time sign-on bonus of € 150,000 upon joining the Company, under the proviso that he would invest this amount in SUSS MicroTec shares and transfer the shares acquired in this manner to the share ownership program (Share Ownership Guidelines).

2 The 2023- 2025 LTI tranche has not yet been earned and granted as the performance period has not been completed.

3 The remuneration was under the maximum remuneration limit of €3.0 million for the Chairman of the Management Board Burkhardt Frick (CEO) in the 2023 fiscal year.

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Dr. Cornelia Ballwiesser, Chief Financial Officer (CFO), Joined: 7/1/2023

Remuneration granted and owed	2023	in %	2022	in %
Basic Remuneration	137,500.00	42.73%	-	-
Fringe Benefits	13,460.00	4.18%	-	-
Sign-on & retention bonus ¹	100,000.00	31.08%	-	-
Expenses for retirement benefits	-	-	-	-
Total	250,960.00	78.00%	-	-
Short-term Variable Remuneration (STI)	70,800.00	22.00%	-	-
Long-term Variable Remuneration (LTI): 2023 tranche (performance period 1/1/2023 to 12/31/2025 and lock-up period 1/1/2026 to 12/31/2026) ²	-	-	-	-
Total remuneration³	321,760.00	100.00%	-	-

1 Dr. Cornelia Ballwiesser was promised a one-time sign-on bonus of € 100,000 upon joining the Company on July 1, 2023. One of the main factors which contributed to this offer was the fact that her employment contract with her previous employer was originally due to run until October 31, 2023. Dr. Cornelia Ballwiesser has also been promised a retention bonus. This bonus is to be paid out as part of the payroll run immediately following each full year of employment (i.e. following the same date each year) of her three-year employment period, provided that she is still employed by the Company and serving as a member of the Management Board on that date. An amount of € 40,000 will be paid for each retention bonus. The retention bonus has not yet been included in the total remuneration, as it had not yet been earned in full or on a pro rata basis by December 31, 2023.

2 The 2023- 2025 LTI tranche has not yet been earned and granted as the performance period has not been completed.

3 The remuneration was under the maximum remuneration limit of € 2.5 million for Dr. Cornelia Ballwiesser (CFO) in the 2023 fiscal year.

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Dr. Thomas Rohe, Vorstand Operations (COO), Eintritt: 01.05.2021

Gewährte und geschuldete Vergütung	2023	in %	2022	in %
Grundvergütung	275.000,00	49,10 %	202.500,00	53,60 %
Nebenleistungen	41.629,72	7,43 %	47.331,92	12,53 %
Sign-on & Retention Bonus ¹	20.000,00	3,57 %	20.000,00	5,29 %
Aufwand für Altersversorgung	-	-	-	-
Summe	336.629,72	60,11 %	269.831,92	71,42 %
Kurzfristige variable Vergütung (STI)	141.600,00	25,28 %	108.000,00	28,58 %
Langfristige variable Vergütung (LTI): Tranche 2021 (Performanceperiode 01.01.2021 bis 31.12.2023 und Sperrfrist 01.01.2024 bis 31.12.2024)	81.812,35	14,61 %	-	-
Langfristige variable Vergütung (LTI): Tranche 2022 (Performanceperiode 01.01.2022 bis 31.12.2024 und Sperrfrist 01.01.2025 bis 31.12.2025) ²	-	-	-	-
Langfristige variable Vergütung (LTI): Tranche 2023 (Performanceperiode 01.01.2023 bis 31.12.2025 und Sperrfrist 01.01.2026 bis 31.12.2026) ²	-	-	-	-
Gesamtvergütung³	560.042,07	100,00 %	377.831,92	100,00 %

1 Dritte und letzte im Berichtsjahr ausbezahlte Rate des Retention Bonus i.H.v. 20.000, € der Dr. Thomas Rohe bei seinem Dienstantritt in 2021 für den Fortbestand seiner dreijährigen Erstbestellung zugesagt wurde.

2 Die LTI-Tranche 2022-2024 und die LTI-Tranche 2023-2025 sind noch nicht verdient und gewährt, da die jeweilige Performanceperiode noch nicht abgeschlossen ist

3 Die Maximalvergütung für Dr. Thomas Rohe (COO) in Höhe von 2,5 Mio. € im Geschäftsjahr 2023 wurde eingehalten.

non-binding

Remuneration granted and owed to former members of the Management Board

Dr. Bernd Schulte, Former Chief Executive Officer (CEO), Left: 9/10/2023¹

Remuneration granted and owed	2023	in %	2022	in %
Basic Remuneration	251,678.57	96.75%	76,660.71	96.74%
Fringe Benefits	8,441.58	3.25%	2,586.67	3.26%
Expenses for retirement benefits	-	-	-	-
Total	260,120.15	100.00%	79,247.38	100.00%
Short-term Variable Remuneration (STI)	-	-	-	-
Long-term Variable Remuneration (LTI): 2021 tranche (performance period 1/1/2021 to 12/31/2023 and lock-up period 1/1/2024 to 12/31/2024)	-	-	-	-
Long-term Variable Remuneration (LTI): 2022 tranche (performance period 1/1/2022 to 12/31/2024 and lock-up period 1/1/2025 to 12/31/2025) ²	-	-	-	-
Total remuneration²	260,120.15	100.00%	79,247.38	100.00%

1 Return to the Supervisory Board after temporary secondment to the Management Board (October 17, 2022 to September 10, 2023) due to Dr. Götz Bendele's sabbatical and resignation.

2 The remuneration was under the maximum remuneration limit of €3.0 million for Dr. Bernd Schulte in the 2023 fiscal year.

non-binding En

Oliver Albrecht, Former Chief Financial Officer (CFO), Left: 4/30/2023

Remuneration granted and owed	2023	in %	2022	in %
Basic Remuneration	100,000.00	45.06%	300,000.00	71.94%
Fringe Benefits	7,974.32	3.59%	23,400.48	5.61%
Expenses for retirement benefits	-	-	-	-
Total	107,974.32	48.65%	323,400.48	77.55%
Short-term Variable Remuneration (STI)	20,800.00	9.37%	93,600.00	22.45%
Long-term Variable Remuneration (LTI): 2021 tranche (performance period 1/1/2021 to 12/31/2023 and lock-up period 1/1/2024 to 12/31/2024)	93,175.23	41.98%	-	-
Long-term Variable Remuneration (LTI): 2022 tranche (performance period 1/1/2022 to 12/31/2024 and lock-up period 1/1/2025 to 12/31/2025) ¹	-	-	-	-
Long-term Variable Remuneration (LTI): 2023 tranche (performance period 1/1/2023 to 12/31/2025 and lock-up period 1/1/2026 to 12/31/2026) ¹	-	-	-	-
Total remuneration²	221,949.55	100.00%	417,000.48	100.00%

1 The 2022- 2024 and 2023–2025 LTI tranches have not yet been earned and granted as the relevant performance periods have not been completed..

2 The remuneration was under the maximum remuneration limit of €2.5 million for Oliver Albrecht in the 2023 fiscal year.

In compliance with recommendation G.12 of the German Corporate Governance Code, the termination agreement with Dr. Götz Bendele of December 15, 2022 stipulated that the LTI tranches (2021 LTI tranche and 2022 LTI tranche) and performance shares already granted to him by way of the sign-on & retention bonus (second and third annual tranches) will be settled as normal in accordance with the relevant plan and bonus conditions. With the exception of the 2021 LTI tranche and the final annual tranche of the sign-on & retention bonus, no remuneration was granted or owed to the former member and Chairman of the Management Board Dr. Götz Bendele in the reporting year. Payments relating to his stepping down from the Management Board in the 2022 fiscal year are presented and explained in the 2022 Remuneration Report. This report is available under "Corporate Governance" - "Remuneration of the Management and Supervisory Board" in the Investor Relations section of the Company's website.

Dr. Götz M. Bendele, Former Chief Executive Officer (CEO), Left: 10/16/2022

Remuneration granted and owed	2023	in %	2022	in %
Basic Remuneration	-	-	287,839.29	22.50%
Fringe Benefits	-	-	21,159.40	1.65%
Sign-on & retention bonus ¹	80,850.00	35.44%	47,355.00	3.70%
Severance payment	-	-	710,000.00	55.51%
Expenses for retirement benefits	-	-	-	-
Total	80,850.00	36.39%	1,066,353.69	83.36%
Short-term Variable Remuneration (STI)	-	-	160,335.62	13.07%
Long-term Variable Remuneration (LTI): 2021 tranche (performance period 1/1/2021 to 12/31/2023 and lock-up period 1/1/2024 to 12/31/2024)	147,262.50	64.56%	-	-
Long-term Variable Remuneration (LTI): 2022 tranche (performance period 1/1/2022 to 12/31/2024 and lock-up period 1/1/2025 to 12/31/2025) ²	-	-	-	-
Total remuneration³	228,112.50	100.0%	1,226,689.31	100.0%

1 Upon conclusion of the termination agreement of December 15, 2022, the two annual tranches of 3,500 performance shares each which were granted to Dr. Götz Bendele by way of the sign-on and retention bonus and had not yet been paid out were vested. The amount paid out for the third and final annual tranche of 3,500 performance shares is based on the average closing price (arithmetic mean) of SÜSS MicroTec SE on the XETRA exchange of Deutsche Börse AG over the last 60 trading days of the 2023 fiscal year. The payment of this third and final annual tranche to Dr. Götz Bendele will be made with the regular payroll for the calendar month following the approval of the Company's consolidated financial statements for the 2023 fiscal year by the Supervisory Board (i.e., in April 2024).

2 The 2022-2024 LTI tranche has not yet been earned and granted as the performance period has not been completed.

3 The maximum remuneration of €1,716,771.67 for Dr. Götz Bendele under the Remuneration System 2021 (= 2.7 times the target total remuneration) was based on the 2022 fiscal year, which was the last year in which a target remuneration had been set for him. This limit was not exceeded in the 2023 fiscal year.

Pensions

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

Remuneration of the Supervisory Board Members

The remuneration of the Supervisory Board members is set out in greater detail in Section 20 of the articles of incorporation of the Company. The Supervisory Board Members receive fixed annual remuneration of EUR 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 § 20(1)(1) of the articles of incorporation. In addition, each member of the Audit Committee receives an annual fixed remuneration of EUR 15,000.00, each member of the Personnel Committee receives an annual fixed remuneration of EUR 10,000.00, and each member of other committees established by the Supervisory Board receives an annual fixed remuneration of EUR 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 section 20(1)(1) of the articles of incorporation. 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 section 20(1)(1) of the articles of incorporation.

In addition, each Supervisory Board Member receives meeting attendance compensation of EUR 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.

In the 2023 fiscal year, the current and former members of the Supervisory Board were remunerated as follows:

2023									
in €	Fixed Remuneration	in %	Meeting attendance remuneration for the Supervisory Board	in %	Committee remuneration	in %	Meeting attendance remuneration for committees	in %	Total remuneration
Supervisory Board									
Dr. David Dean (Chair of the Supervisory Board)	90,000.00	69.2	12,000.00	9.2	20,000.00	15.4	8,000.00	6.2	130,000.00
Dr. Myriam Jahn (Deputy Chair of the Supervisory Board)	67,500.00	62.2	12,000.00	11.1	20,000.00	18.4	9,000.00	8.3	108,500.00
Prof. Dr. Mirja Steinkamp	45,000.00	47.9	12,000.00	12.8	30,000.00	31.9	7,000.00	7.4	94,000.00
Jan Smits	45,000.00	47.9	12,000.00	12.8	25,000.00	26.6	12,000.00	12.8	94,000.00
Dr. Bernd Schulte (since 9/11/2023)	13,715.75	61.5	3,000.00	13.5	4,571.92	20.5	1,000.00	4.5	22,287.67

2022									
in €	Fixed Remuneration	in %	Meeting attendance remuneration for the Supervisory Board	in %	Committee remuneration	in %	Meeting attendance remuneration for committees	in %	Total remuneration
Supervisory Board									
Dr. David Dean (Chair of the Supervisory Board)	90,000.00	65.7	13,000.00	9.5	20,000.00	14.6	14,000.00	10.2	137,000.00
Dr. Myriam Jahn (Deputy Chair of the Supervisory Board)	67,500.00	67.2	14,000.00	12.9	10,000.00	10.0	11,000.00 ¹	10.8	101,500.00
Prof. Dr. Mirja Steinkamp (since 03/04/2022)	37,356.00	50.5	12,000.00	14.9	22,603.00	6.7	4,000.00 ¹	5.3	74,959.00
Dr. Dietmar Meister (until 03/01/2022)	7,397.00	51.6	1,000.00	7.0	4,932.00	104.7	1,000.00	7.0	14,329.00
Jan Smits	45,000.00	56.3	14,000.00	16.3	15,000.00	18.8	8,000.00 ¹	9.9	81,000.00
Dr. Bernd Schulte (until 10/16/2022)	35,630.00	57.9	8,000.00	13.0	7,918.00	12.9	10,000.00	16.2	61,548.00

Former members of the Supervisory Board no remuneration was granted or owed in the 2023 financial year.

In the 2023 financial year, neither the members of the Supervisory Board nor persons or companies related to them received any remuneration or benefits for personal services rendered, in particular consulting and mediation services.

Comparative presentation of remuneration and earnings development

The following comparative presentation shows the annual change in remuneration granted and owed to current and former members of the Management Board and Supervisory Board, the Company's earnings development and employee remuneration on a full-time equivalent basis. The development of the Company's earnings is not only presented on the basis of the respective net profit or loss for the year (HGB), but also (voluntarily) on the basis of the consolidated net profit for the year (IFRS), as this indicator is used as a performance criterion for the variable remuneration of the Management Board members. With regard to the average remuneration of employees, the wages and salaries as well as the number of employees of all German Group companies in the respective fiscal year are used as a basis.

Comparative presentation of remuneration and earnings development

in € thousand	2023	Change vs. PY	2022	Change vs. PY	2021	Change vs. PY	2020	Change vs. PY	2019
Remuneration of the Management Board									
Burkhardt Frick (joined 9/11/2023)	314								
Dr. Cornelia Ballwiesser (joined 7/1/2023)	322								
Dr. Thomas Rohe (joined 05/01/2021)	560	48.1%	378	29.9%	291				
Dr. Bernd Schulte (joined 10/17/2022, left 9/10/2023)	260	229.1%	79						
Oliver Albrecht (joined 11/18/2019, left 4/30/2023)	222	-46.8%	417	2%	409	-28.5%	572	979.2%	53
Dr. Götz M. Bendele (joined 5/1/2021, left 10/16/2022)	228	-81.4%	1,227	168.5%	457				
Dr. Franz Richter (left 04/30/2021)					330	-52.2	691	24.5%	555
Robert Leurs (joined 12/1/2017, left 11/17/2019)									820

Continuation ↓

Comparative presentation of remuneration and earnings development

in € thousand	2023	Change vs. PY	2022	Change vs. PY	2021	Change vs. PY	2020	Change vs. PY	2019
Remuneration of the Supervisory Board									
Dr. David Dean (since 05/20/2020)	130	-5.1%	137	23.4%	111	101.8%	55		
Dr. Myriam Jahn (since 05/31/2017)	109	6.9%	102	17.2%	87	14.5%	76	24.6%	61
Dr. Dietmar Meister (until 03/01/2022)			14	-83.3%	84	15.1%	73	102.8%	36
Jan Smits (since 05/20/2020)	94	16.0%	81	5.2%	77	67.4%	46		
Dr. Bernd Schulte (since 10/16/2022, suspended 10/17/2022 to 9/10/2023 due to secondment to Management Board)	22	-64.5%	62	-15.1%	73	386.7%	15		
Prof. Dr. Mirja Steinkamp (since 03/04/2022)	94	25.3%	75						
Dr. Stefan Reineck (until 05/20/2020)							35	-53.9%	76
Jan Teichert (until 04/30/2020)							24	-63.6%	66
Gerhard Pegam (until 3/25/2020)							16	-73.8%	61
Earnings development									
Net income for the fiscal year for SÜSS MicroTec SE	3,452	-72%	12,198	-69.2%	39,591	-103.9%	716	-18,840%	-18,536
Consolidated net income for the fiscal year	4,697	-80.8%	24,524	53.1%	16,015	29.5%	12,363	-176.0%	-16,261
Average employee remuneration									
German SÜSS MicroTec companies	75.7	5.0%	72.0	-0.6%	72.4	0.8%	71.8	6.2%	67.6

Others

SUSS MicroTec has taken out directors' and officers' liability insurance (D&O insurance) for the members of the Management Board and Supervisory Board. The premiums for this are paid by the Company. In accordance with the requirements of stock corporation law, a deductible of 10% of the loss up to the amount of one and a half times the annual fixed remuneration of the respective Management Board member is provided for the members of the Management Board. Due to the current version of the German Corporate Governance Code, there is no longer a deductible for members of the Supervisory Board. Moreover, the members of the Management Board are included in a group accident insurance policy. The premiums for this are also paid by the Company.

Garching, March 22, 2024

For the Management Board

For the Supervisory Board

signed	signed	signed	signed
Burkhardt Frick	Dr. Cornelia Ballwießer	Dr. Thomas Rohe	Dr. David Dean
CEO	CFO	COO	Chair of the Supervisory Board

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REPORT OF THE INDEPENDENT AUDITOR ON THE AUDIT OF THE REMUNERATION REPORT IN ACCORDANCE WITH SECTION 162 (3) AktG

to SÜSS MicroTec SE, Garching, Germany

Audit Opinion

We have formally audited the remuneration report of SÜSS MicroTec SE for the financial year from January 1 to December 31, 2023, to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not audited the content of the remuneration report. In our opinion, the accompanying remuneration report includes in all material respects the disclosures required by Section 162 (1) and (2) AktG. Our audit opinion does not cover the content of the remuneration report.

Basis for the Audit Opinion

We conducted our audit of the remuneration report in accordance with Section 162 (3) AktG and *IDW Auditing Standard: The audit of the remuneration report in accordance with Section 162 (3) AktG (IDW PS 870 (09.2023))*. Our responsibilities under that regulation and this standard are further described in the "Responsibility of the Auditor" section of our report. As an auditing firm, we applied the requirements of the *IDW quality management standard: Requirements for quality management in auditing practice (IDW QMS 1 (09.2022))*. We have complied with the professional duties in accordance with the German Auditors' Code and the Professional Code for German Public Auditors / Chartered Accountants, including the independence requirements.

Responsibility of the Supervisory and Management Boards

The Management Board and the Supervisory Board are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including related disclosures, that is free from material misstatement, whether due to fraud (i.e. accounting fraud or fraudulent misrepresentation) or error.

Responsibility of the Public Auditor

Our objective is to obtain reasonable assurance about whether the remuneration report includes, in all material respects, the disclosures required by Section 162 (1) and (2) AktG and to issue an auditor's

report thereon. We planned and performed our audit such that we can determine the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we have not audited the accuracy of the content of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

Limitation of Liability

The “General Conditions of Engagement for Auditors and Auditing Firms” attached to this audit report in the version dated January 1, 2017, published by the Institute of Auditors apply to the execution of the engagement and our responsibility and liability, including in relation to third parties.

Munich, March 22, 2024

Baker Tilly GmbH & Co. KG

Auditing Firm

(Düsseldorf, Germany)

Abel

Knaack

Auditor

Auditor

non-binding English translation

Further information and notes

Equity Capital and Voting Rights

At the time the Shareholders' Meeting is convened, the equity capital of the Company will be divided into 19,115,538 no-par value registered shares, of which each share confers one vote. Thus, the total number of voting rights is 19,115,538. The Company does not have any treasury shares at the time the shareholder's meeting is being convened.

Prerequisites for Participation in the Shareholders' Meeting and the Exercise of Voting Rights

In accordance with § 23 (1) sentence 1 of the articles of incorporation, only those shareholders whose names are entered into the register of shareholders and have registered on time are entitled to attend the Shareholders' Meeting and exercise their voting rights. According to § 23 (2) of the articles of incorporation the registration must be received at least in writing (according to § 126b BGB) at the following address or e-mail address at least six days before the Shareholders' Meeting, i.e. no later than June 4, 2024, 0:00 (CEST):

SÜSS MicroTec SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich, Germany
Email address: suss@linkmarketservices.eu

To facilitate registration, shareholders will be sent a registration form together with the invitation and upon request. Registrations that – for whatever reason – are received at the above address or e-mail address after June 4, 2024, 0:00 (CEST), can no longer be considered for legal reasons.

A shareholder in relation to the Company is only someone who is entered as such in the register of shareholders. Accordingly, the right to participate in the Shareholders' Meeting and exercise voting rights is determined by the registration status of the share register on the day of the Shareholders' Meeting. For technical reasons, however, no deletions or entries in the share register will be made on the day of the Shareholders' Meeting and in the last six days before the day of the Annual General Meeting, i.e. from June 5, 2024, midnight (CEST) up to and including June 11, 2024, 0:00 (CEST) (so-called transfer stop). Therefore, the registration status of the share registry on the day of the Shareholders' Meeting corresponds to the status at the end of the registration deadline, June 4, 2024, 0:00 (CEST) (technical record date). Trading in shares is not restricted by the transfer stop. The shares are not blocked.

Intermediaries, shareholder associations, and voting rights representatives as well as equivalent persons in accordance with Section 135 (8) AktG may not exercise voting rights on the sole basis of an authorization for shares that do not belong to them but for which they are entered in the share registry as their owners. Section 135 AktG governs the relevant details.

Admission tickets will be sent to shareholders who have registered properly. Admission tickets are not required in order to participate in the Shareholders' Meeting or to exercise voting rights but are merely

an organizational aid. Shareholders whose names are entered into the register of shareholders and have registered properly prior to the Shareholders' Meeting are entitled to attend and exercise their voting rights even without an admission ticket.

Procedure for Casting Votes by Proxy

Shareholders can also have their voting right exercised at the Shareholders' Meeting through a proxy, e.g., an intermediary, a shareholders' association, or another person of their choice.

Even if proxy authorization is granted, entry in the register of shareholders and orderly registration are required according to the provisions described above. If the shareholder authorizes more than one person, the Company is entitled in accordance with Section 134 (3)(2) of the German Stock Corporation Law (AktG) to refuse one or more of them.

The granting, revocation, and proof of authorization must be submitted in writing to the Company (Section 126b of the German Civil Code [BGB]) if neither an intermediary nor a shareholders' association nor other equivalent persons in accordance with Section 135 (8) AktG are authorized. Intermediaries, shareholders' associations, proxy advisers and other persons treated as equivalent pursuant to Section 135 (8) AktG may provide for different rules for their own authorization. Section 135 of the German Stock Corporation Law (AktG) provides, among other things, that the authorization be granted to a specific proxy and be verifiably recorded by the proxy. The declaration of authorization must also be complete and may include only statements related to the exercise of voting rights. Shareholders who wish to authorize an intermediary, a shareholder association, a voting rights representative, or an equivalent person in accordance with Section 135 (8) are therefore requested to coordinate with the proxy about the procedure for granting authorization and the possibly required form of authorization in a timely manner.

The authorization may be declared to the proxy or the Company. A form that can be used for granting authorization is sent to the shareholders together with the invitation to the Shareholders' Meeting. The form for granting a power of attorney is also available on the company's website:

<https://www.suss.com/en/investor-relations/shareholder-meeting>

If authorization is granted through declaration to the proxy, the Company requires proof of proxy authorization.

The granting of the proxy, its amendment or revocation as well as proof of a proxy granted to a proxy holder, its amendment or revocation vis-à-vis the Company must either be made at the entrance and exit control of the Shareholders' Meeting or, if they are to be made in advance of the Shareholders' Meeting, must be received by the Company for organizational reasons by June 10, 2024, 0:00 (CEST) at the latest at the following address or e-mail address:

SUSS MicroTec SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich, Germany
E-mail address: suss@linkmarketservices.eu

Shareholders may also exercise their rights in person at the Shareholders' Meeting after granting a proxy. Personal attendance is deemed to be a revocation of a previously granted proxy.

Proxy Voting by Voting Rights Representatives of the Company That are Bound to Instructions

In addition, we offer our shareholders or their proxies the option of authorizing a voting rights representative bound to instructions and appointed by the Company to exercise voting rights. Even in this case, entry in the register of shareholders and orderly registration are required according to the provisions described above.

For proxy authorization of voting rights representatives appointed by the Company, these must in any case be issued instructions for the exercise of the voting rights. The voting rights representatives are obligated to vote in accordance with the instructions issued to them. The voting rights representatives appointed by the Company do not accept any authorizations to raise objections to resolutions of the Shareholders' Meeting, to exercise the right to ask questions, or to submit motions.

If an individual vote is to be held on an agenda item without its having been announced prior to the Shareholders' Meeting, a general instruction regarding this agenda item also applies as a corresponding instruction for each specific item of the individual vote.

A form that can be used for granting proxy authorization and issuing instructions to the voting rights representatives is sent to the shareholders together with the invitation to the Shareholders' Meeting. It is also available on the Company's website at <https://www.suss.com/en/investor-relations/shareholder-meeting>

For organizational reasons, proxies and instructions to the Company's proxies must be received by the Company at the following address or e-mail address by June 10, 2024, 0:00 hours (CEST) at the latest:

SÜSS MicroTec SE
c/o Better Orange IR & HV AG
Haidelweg 48 81241
Munich
e-mail address: suss@linkmarketservices.eu

Until this time, a revocation of a granted proxy or a change of instructions received at this address or e-mail address will also be considered prior to the Shareholders' Meeting. On the day of the Annual General Meeting, the granting of proxy and instructions to the proxies appointed by the company and bound by instructions, the amendment of instructions and the revocation of proxy in text form can also be made at the entrance and exit control of the Shareholder's Meeting.

Requests for Additions to the Agenda Pursuant to Art. 56 SE-VO, § 50 (2) SEAG § 122 (2) of the German Stock Corporation Law (AktG)

Pursuant to Section 122 (2) of the German Stock Corporation Law (AktG), shareholders whose shares jointly represent one-twentieth of the equity capital or a pro rata amount of EUR 500,000.00 may request that certain items be included in the agenda and published. This quorum is required in accordance with Art. 56 (3) of the SE-VO in connection with Section 50 (2) SEAG for requests for additions by shareholders of a European company (SE). Each new item must be accompanied by supporting information or a formal resolution proposal. Such a request must reach the Management Board of SÜSS MicroTec SE in writing or in electronic form according to § 126a BGB (i.e. with qualified electronic signature) at least 30 days prior to the Shareholders' Meeting (whereby the day of the Shareholders' Meeting and the day of arrival are not included), thus at the latest on May 11, 2024, 0:00 (CEST). Requests for supplements received at a later date will not be considered. Shareholders are requested to submit a corresponding request in writing to

SÜSS MicroTec SE
Management Board
Schleissheimer Strasse 90
85748 Garching, Germany

or via e-mail, adding the name of the requesting shareholder(s) with a qualified electronic signature to ir@suss.com

Additions to the agenda that are to be announced are published in the Federal Gazette immediately after receipt of the request and forwarded to media that can be expected to disseminate the information throughout the European Union, unless they have already been announced with the convening notice. They will also be made available on the company's website at <https://www.suss.com/en/investor-relations/shareholder-meeting>

Orders and Nominations by Shareholders in Accordance with Sections 126, 127 AktG

In accordance with Section 126 (1) of the German Stock Corporation Law (AktG), every stockholder of the Company is entitled to submit counter-motions against a proposal of the Management Board and/or the Supervisory Board regarding a particular agenda item. In accordance with the more detailed specifications of Section 126 (1) and (2) of the German Stock Corporation Law (AktG), counter-motions (along with any supporting information) are to be made available if they reach the Company at the address stated below at least 14 days prior to the Shareholders' Meeting, thus at the latest at 0:00 on May 27, 2024, (CEST).

Each shareholder may also make a proposal for the election of the auditor and/or the election of Supervisory Board members (if this is an item on the agenda) in accordance with Section 127 AktG. In addition to the reasons specified in Section 126 (2) of the German Stock Corporation Law (AktG), the Management Board does not need to make a nomination available if the nomination does not include the name, profession, and residence of the candidate.

In accordance with the more detailed specifications of Sections 127, 126 (1) and (2) of the German Stock Corporation Law (AktG), nominations are to be made available if they reach the Company at the address stated below at least 14 days prior to the Shareholders' Meeting, thus at the latest at 0:00 on May 27, 2024, (CEST).

Shareholder motions and nominations should be sent exclusively to the following address or e-mail address:

SÜSS MicroTec SE
Investor Relations
Schleissheimer Strasse 90
85748 Garching, Germany
Email address: ir@suss.com

Motions and nominations addressed otherwise will not be considered.

Subject to Section 126 (2) and (3) of the German Stock Corporation Law (AktG), counter-motions (along with any justification) and nominations by shareholders to be made available are published, including the name of the shareholder and any possible relevant opinion of the management, on the Company's website at <https://www.suss.com/en/investor-relations/shareholder-meeting>

The right of each shareholder to submit motions and nominations regarding various agenda items during the Shareholders' Meeting even without prior notification of the Company is unaffected.

Right to information Pursuant to Section 131 (1) of the German Stock Corporation Law (AktG)

Each shareholder shall upon request be provided with information at the Shareholders' Meeting by the Management Board regarding the Company's affairs, to the extent that this information is necessary to allow for a proper evaluation of an agenda item. The right to information also extends to the legal and business relationships of the Company with affiliates as well as to the situation of the Group and the companies included in the consolidated financial statements. Under certain conditions elaborated upon in Section 131 (3) of the German Stock Corporation Law (AktG), the Management Board may refuse to provide the information.

Further information about shareholder rights in accordance with Art. 56 (2) and (3) SE-VO, Section 50 (2) SEAG, Sections 122 (2), 126 (1), 127, and 131 (1) of the German Stock Corporation Law (AktG) is available to shareholders at <https://www.suss.com/en/investor-relations/shareholder-meeting>

Reference to the company's website and the information available there pursuant to Section 124a AktG

The information on the Annual General Meeting pursuant to Section 124a AktG can be found on the company's website at <https://www.suss.com/en/investor-relations/shareholder-meeting>

Time information in this convening notice

All times stated in this convening notice are in Central European Summer Time (CEST) as applicable in Germany. In terms of Coordinated Universal Time (UTC), this corresponds to the ratio UTC = CEST minus two hours.

Notes on Data Protection for Shareholders and Shareholder Representatives

As a “controller” within the meaning of Art. 4 (7) of the German General Data Protection Regulation (DS-GVO), SÜSS MicroTec SE, in order to prepare for and conduct its Shareholders' Meeting, processes the personal data of shareholders and possible shareholder representatives (particularly the name, address, date of birth, email address, number of shares, stock categories, type of share ownership, admission ticket number, share certificate number, and the issue of proxy voting authorization) based on the data protection regulations applicable in Germany. This enables shareholders and shareholder representatives to exercise their rights during the Shareholders' Meeting and to ensure that negotiations and resolutions of the Shareholders' Meeting proceed in accordance with the law and the articles of incorporation. If SÜSS MicroTec SE does not receive this data from the shareholders and/or possible shareholder representatives, their custodian bank or an intermediary transmits this personal data to SÜSS MicroTec SE.

The processing of the personal data of shareholders and possible shareholder representatives is absolutely necessary for their participation in the Shareholders' Meeting. The legal basis for the processing is Art. 6 (1)(1) lit. (c) of the DS-GVO in conjunction with Sections 67, 123, 129, 135 of the German Stock Corporation Law (AktG).

SÜSS MicroTec SE enlists various service providers and consultants in order to organize the Shareholders' Meeting. They receive only the personal data that is necessary to carry out their respective contracts. The service providers and consultants process this data exclusively in accordance with the instructions of SÜSS MicroTec SE. In addition, personal data is provided to shareholders and possible shareholder representatives in accordance with legal provisions (e.g., inspection of the list of participants, see Section 129 (4) AktG).

Personal data is stored as long as this is legally allowed or the Company has a legitimate interest in its storage, for instance in the event of legal or extralegal disputes resulting from the Shareholders' Meeting. Personal data will subsequently be deleted.

Under the statutory requirements, the validity of which must be reviewed on a case-by-case basis, shareholders and possible shareholder representatives have the right to request information regarding the processing of their personal data, the correction or deletion of their personal data or the restriction of its processing, as well as to obtain their personal data in a structured, standard, and machine-readable format (data portability). Under the statutory requirements, the validity of which must be reviewed on a case-by-case basis, shareholders and possible shareholder representatives also have the right to object to the processing of their personal data.

Shareholders and possible shareholder representatives can claim these rights by contacting the following parties at SÜSS MicroTec SE:

SÜSS MicroTec SE
Investor Relations
Schleissheimer Strasse 90
85748 Garching, Germany

Email address: ir@suss.com

In addition, shareholders and any shareholder representatives have a right to lodge a complaint with the data protection oversight authority in accordance with Art. 77 GDPR.

The official data protection officer of SÜSS MicroTec SE can be reached as follows:

Dr. Sebastian Kraska
IITR GmbH
Marienplatz 2
80331 Munich, Germany

Phone: +49 89 189 173 60

Email: email@iitr.de

Garching, Germany, in April 2024

SÜSS MicroTec SE

The Management Board