

Further explanations on the rights of shareholders pursuant to Art. 56 sentence 2 and sentence 3 SE Regulation, § 50 para. 2 SEAG, §§ 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG

1. requests for supplements pursuant to Art. 56 SE Regulation, § 50 para. 2 SEAG, § 122 para. 2 AktG

Pursuant to § 122 para. 2 AktG, shareholders whose shares together amount to one twentieth of the share capital or a proportionate amount of EUR 500,000.00 may request that items be placed on the agenda and published. This quorum is required in accordance with Art. 56 sentence 3 of the SE Regulation in conjunction with Section 50 para. 2 SEAG for requests for additions to the agenda by shareholders of a European Company (SE). In addition, the Annual General Meeting can reduce the maximum remuneration for the Management Board stipulated in Section 87a para. 1 sentence 2 no. 1 AktG in accordance with Section 87 para. 4 AktG upon request in accordance with Section 122 para. 2 sentence 1 AktG. Each new item must be accompanied by a statement of reasons or a draft resolution.

The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will continue to hold the shares until the Management Board's decision on the request and, if the request is not granted by the Management Board, until the court's decision on the supplementary request. When calculating these 90 days, certain offsetting options exist in accordance with Section 70 AktG, to which explicit reference is made. Furthermore, the provisions of Section 121 (7) AktG apply accordingly when calculating the deadline.

Requests for additions to the agenda together with the reasons or draft resolutions and proof of share ownership must be submitted in writing (Section 126 BGB) or in electronic form, i.e., using a qualified electronic signature (Section 126a BGB), to the Management Board of SÜSS MicroTec SE and must be received by the Company at least 30 days prior to the Shareholders' Meeting (not including the day of the Shareholders' Meeting and the day of receipt), i.e., no later than May 11, 2024, 24:00 hours (CEST), at the following address

SÜSS MicroTec SE
Management Board
Schleissheimer Strasse 90
85748 Garching
Germany

or, if electronic form is used, by adding the name of the requesting shareholder(s) with a qualified electronic signature to the e-mail address ir@suss.com. Requests for supplements received at a later date will not be considered.

Requests for supplements or additions to the agenda that are to be announced will be published in the Federal Gazette immediately after receipt of the request and forwarded for publication 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 [Shareholders' Meeting | SÜSS MicroTec](#).

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The provisions of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) ("SE Regulation"), the SE Implementation Act ("SEAG") and the German Stock Corporation Act ("AktG") on which these shareholder rights are based are as follows:

"Art. 56 Additions to the agenda

The addition of one or more items to the agenda for a General Meeting may be requested by one or more shareholders, provided that their share of the subscribed capital is at least 10%. The procedures and time limits for such a request shall be determined in accordance with the national law of the Member State in which the SE's registered office is situated or, in the absence of such provisions, in accordance with the SE's statutes. The articles of association or the law of the state in which the registered office is situated may provide for a lower percentage under the same conditions as apply to public limited companies.

§ 50 Convening and supplementing the agenda at the request of a minority (excerpt)

(2) The addition of one or more items to the agenda for a General Meeting may be requested by one or more shareholders if their shareholding reaches 5% of the share capital or the proportionate amount of EUR 500,000.

§ 122 Convocation at the request of a minority

(1) The Annual General Meeting shall be convened if shareholders whose shares together amount to one-twentieth of the share capital request such a meeting in writing, stating the purpose and reasons; the request shall be addressed to the Management Board. The Articles of Association may link the right to request the convening of the Annual General Meeting to another form and to the holding of a lower proportion of the share capital. The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Management Board decides on the request. § Section 121 (7) shall apply accordingly.

(2) In the same way, shareholders whose shares together amount to one-twentieth of the share capital or a proportionate amount of EUR 500,000 may request that items be placed on the agenda and published. Each new item must be accompanied by an explanatory statement or a draft resolution. The request within the meaning of sentence 1 must be received by the company at least 24 days, in the case of listed companies at least 30 days, prior to the Annual General Meeting; the day of receipt is not included.

(3) If the request is not complied with, the court may authorize the shareholders who made the request to convene the Annual General Meeting or to make the matter public. At the same time, the court may appoint the chairman of the meeting. Reference must be made to the authorization when the meeting is convened or announced. An appeal may be lodged against the decision. The applicants must prove that they hold the shares until the court's decision.

(4) The company shall bear the costs of the Annual General Meeting and, in the case of paragraph 3, also the court costs if the court has granted the application.

§ 87 Principles for the remuneration of Management Board members (excerpt)

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(4) The Annual General Meeting may reduce the maximum remuneration determined in accordance with section 87a para. 1 sentence 2 no. 1 upon application in accordance with section 122 para. 2 sentence 1.

§ Section 87a Remuneration system for listed companies (excerpt)

(1) The Annual General Meeting may reduce the maximum remuneration determined in accordance with section 87a para. 1 sentence 2 no. 1 upon application in accordance with section 122 para. 2 sentence 1. The Supervisory Board of the listed company shall adopt a clear and comprehensible remuneration system for the members of the Management Board. This remuneration system shall contain at least the following information, but only to the extent that remuneration components are actually provided for:

- 1. the determination of a maximum remuneration for the members of the Management Board; (...)*

§ 124 AktG Announcement of requests for supplements; proposals for resolutions (excerpt)

(1) If the minority has requested in accordance with § 122 para. 2 that items be placed on the agenda, these must be announced either when the meeting is convened or otherwise immediately after receipt of the request; § 121 para. 4 applies accordingly; in addition, § 121 para. 4a applies accordingly for listed companies. Announcement and forwarding must be carried out in the same way as for the convocation.

§ 121 AktG General (excerpt)

(4) The convening notice shall be published in the company gazettes. If the shareholders of the company are known by name, the Annual General Meeting may be convened by registered letter, unless the Articles of Association stipulate otherwise; the date of dispatch shall be deemed the date of notification. Notification to those entered in the share register shall suffice.

(4a) In the case of listed companies which have not exclusively issued registered shares or which do not send the convening notice to shareholders directly in accordance with paragraph 4 sentence 2, the convening notice shall be forwarded for publication to such media as can be expected to disseminate the information throughout the European Union at the latest at the time of the announcement.

(7) In the case of deadlines and dates that are calculated back from the meeting, the day of the meeting shall not be counted. A postponement from a Sunday, a Saturday or a public holiday to a preceding or subsequent working day shall not be considered. Sections 187 to 193 of the German Civil Code shall not apply accordingly. In the case of non-listed companies, the articles of association may stipulate a different calculation of the deadline.

§ 70 AktG Calculation of the shareholding period

If the exercise of rights arising from the share is dependent on the shareholder having held the share for a certain period of time, a claim for transfer of ownership against a credit institution, a financial services institution, a securities institution or a company operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act is equivalent to ownership. The period of ownership of a legal predecessor shall be attributed to the shareholder if he has acquired the share free of charge, from his trustee, as universal successor, in the event of a division of a community or in the event of a portfolio transfer pursuant to Section 13 of the German Insurance Supervision Act or Section 14 of the German Building Societies Act."

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2. motions and election proposals by shareholders pursuant to Sections 126 (1) and 127 AktG

Shareholders may also send the company countermotions to proposals by the Management Board and/or Supervisory Board on specific agenda items in accordance with Section 126 para. 1 AktG as well as nominations for the election of Supervisory Board members or auditors in accordance with Sections 127 sentence 1, 126 para. 1 AktG.

Pursuant to Section 126 (1) AktG, shareholder motions, including the name of the shareholder, any reasons and any comments by the management, must be made available to the authorized persons specified in Section 125 (1) to (3) AktG under the conditions specified therein if the shareholder has sent a counter-motion against a proposal by the Management Board and/or Supervisory Board on a specific item on the agenda (together with any reasons) to the address or e-mail address below at least 14 days before the Annual General Meeting. The day of receipt shall not be counted. The last possible date of receipt is Monday, May 27, 2024, 24:00 hours (CEST).

Countermotions (together with any reasons) and election proposals from shareholders must be sent exclusively to the following address or e-mail address, stating the name of the shareholder:

SÜSS MicroTec SE
Management Board
Schleissheimer Strasse 90
85748 Garching
Germany
or via E-Mail to: ir@suss.com

Countermotions and election proposals addressed otherwise will not be considered.

The right of every shareholder to submit countermotions to the various items on the agenda during the Annual General Meeting, even without prior submission to the company, remains unaffected. We would like to point out that countermotions that have been submitted to the company in advance in due time will only be considered at the Annual General Meeting if they are submitted verbally.

Motions and election proposals from shareholders that are to be made available (including the name of the shareholder and any reasons) will be made available immediately on the company's website at [Shareholders' Meeting | SÜSS MicroTec](#), provided they meet the legal requirements, including the name of the shareholder. Any statements by the management will also be published at the above Internet address.

The company may refrain from making available a counter-motion and its grounds as well as an election proposal if the requirements of Section 126 para. 2 AktG are met. Proposals for the election of Supervisory Board members or auditors are also only made accessible if they contain the name, profession and place of residence of the proposed person (Section 124 para. 3 sentence 4 AktG) and, in the case of proposals for the election of Supervisory Board members, information on their membership of other statutory supervisory boards within the meaning of Section 125 para. 1 sentence 5 AktG.

The provisions of the German Stock Corporation Act on which these shareholder rights are based, which also regulate the conditions under which counter-motions and election proposals may be dispensed with, are as follows:

"§ 126 AktG Shareholder motions (excerpt)

(1) Shareholder motions, including the name of the shareholder, the grounds and any statement by the management, shall be made available to the authorized persons specified in Section 125 (1) to (3) under the conditions specified therein if the shareholder has sent a counter-motion against a proposal by the Management Board and Supervisory Board on a specific item on the agenda, together with the grounds, to the address specified for this purpose in the notice convening the meeting at least 14 days before the meeting of the company. The day of receipt shall not be counted. In the case of listed companies, access must be provided via the company's website. § Section 125 para. 3 applies accordingly.

(2) A countermotion and its grounds need not be made accessible,

1. if the Executive Board would make itself liable to prosecution by making it accessible,
2. if the counter-motion would lead to a resolution of the Annual General Meeting that is illegal or in breach of the Articles of Association,
3. if the statement of grounds contains obviously false or misleading information in material respects or if it contains insults,
4. if a counter-motion of the shareholder based on the same facts has already been made available to a general meeting of the company in accordance with § 125,
5. if the same counter-motion of the shareholder with essentially the same justification has already been made accessible to at least two Annual General Meetings of the company pursuant to Section 125 in the last five years and less than one-twentieth of the share capital represented voted in favor of it at the Annual General Meeting,
6. if the shareholder indicates that he/she will not attend the Annual General Meeting and will not be represented, or
7. if the shareholder has not submitted a countermotion communicated by him or has not had it submitted at two Annual General Meetings in the last two years.

The statement of grounds need not be made accessible if it exceeds a total of 5,000 characters.

(3) If several shareholders submit counter-motions on the same subject of the resolution, the Executive Board may combine the counter-motions and their reasons.

(...)

§ 127 Nominations by shareholders

Section 126 shall apply *mutatis mutandis* to the proposal of a shareholder for the election of Supervisory Board members or auditors. The nomination need not be substantiated. The Management Board does not need to make the nomination accessible even if the nomination does not contain the information pursuant to section 124 para. 3 sentence 4 and section 125 para. 1 sentence 5. The Management Board must include the following information in the proposal of a shareholder for the election of Supervisory

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Board members of listed companies to which the Co-Determination Act, the Co-Determination Act or the Supplementary Co-Determination Act apply:

- 1. reference to the requirements of section 96 para. 2,*
- 2. indication of whether the overall fulfillment pursuant to section 96 para. 2 sentence 3 was objected to and*
- 3. an indication of the minimum number of seats on the Supervisory Board that must be held by women and men in order to fulfill the minimum quota requirement pursuant to Section 96 para. 2 sentence 1.*

§ 124 AktG Announcement of requests for additions; proposals for resolutions (excerpt)

(3) ... The proposal for the election of Supervisory Board members or auditors must state their name, profession and place of residence. ...

§ 125 AktG Notifications for shareholders and supervisory board members (excerpt)

(1) ... In the case of listed companies, a proposal for the election of Supervisory Board members shall be accompanied by information on their membership of other statutory supervisory boards; information on their membership of comparable domestic and foreign supervisory bodies of commercial enterprises shall be included.

§ 137 AktG Voting on election proposals from shareholders

If a shareholder has made a proposal for the election of Supervisory Board members in accordance with Section 127 and requests the election of the person proposed by him at the Annual General Meeting, a resolution shall be passed on his proposal before the proposal of the Supervisory Board if a minority of the shareholders whose shares together amount to one tenth of the share capital represented so request."

3. right to information pursuant to Section 131 (1) AktG

Every shareholder must be provided with information on company matters by the Management Board upon request at the Annual General Meeting, insofar as this information is necessary for the proper assessment of an item on the agenda. The duty to provide information also extends to the company's legal and business relationships with affiliated companies as well as the situation of the Group and the companies included in the consolidated financial statements. The right to information can be exercised at the Annual General Meeting without the need for prior announcement or other notification. Requests for information must generally be made verbally during the discussion at the Annual General Meeting.

Under certain circumstances, the Management Board may refuse to provide information. The circumstances in which the Management Board is entitled to refuse to provide information are listed in the following excerpts from the provisions of the German Stock Corporation Act.

In addition, the chairman of the meeting is entitled to take various management and regulatory measures at the Annual General Meeting, which may also relate to an appropriate restriction of the shareholders' right to ask questions and speak.

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The provisions of the German Stock Corporation Act on which the shareholders' right to information is based, which also regulate the conditions under which the Management Board is entitled to refuse to provide information, are as follows:

"§ 131 Shareholder's right to information (excerpt)

(1) Upon request, the Management Board shall provide each shareholder with information on company matters at the Annual General Meeting, insofar as this is necessary for a proper assessment of the subject matter of the agenda. The duty to provide information also extends to the company's legal and business relationships with an affiliated company. If a company makes use of the exemptions pursuant to Section 266 para. 1 sentence 3, Section 276 or Section 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to them at the Annual General Meeting on the annual financial statements in the form that they would have without these exemptions. The duty of the Management Board of a parent company (Section 290 (1), (2) of the German Commercial Code) to provide information at the Annual General Meeting to which the consolidated financial statements and the group management report are presented shall also extend to the situation of the group and the companies included in the consolidated financial statements.

(2) The information must comply with the principles of conscientious and accurate reporting. The articles of association or the rules of procedure pursuant to § 129 may authorize the chairman of the meeting to reasonably limit the shareholder's right to ask questions and speak and to determine further details.

(3) The Management Board may refuse to provide information,

1. to the extent that the provision of the information is likely, according to prudent business judgment, to cause a not inconsiderable disadvantage to the company or an affiliated company;

2. insofar as it relates to tax valuations or the amount of individual taxes;

3. on the difference between the value at which items are recognized in the annual balance sheet and a higher value of these items, unless the Annual General Meeting adopts the annual financial statements;

4. on the accounting and valuation methods, insofar as the disclosure of these methods in the notes is sufficient to give a true and fair view of the net assets, financial position and results of operations of the company within the meaning of Section 264 (2) of the German Commercial Code; this does not apply if the Annual General Meeting adopts the annual financial statements;

5. if the Management Board would make itself liable to prosecution by providing the information;

6. if, in the case of a credit institution or financial services institution, information on the accounting and valuation methods applied and offsetting in the annual financial statements, management report, consolidated financial statements or group management report need not be provided;

7. if the information is continuously available on the company's website for at least seven days before the start of and during the Annual General Meeting. Information may not be refused for other reasons.

(4) If a shareholder has been provided with information outside the Annual General Meeting in his capacity as a shareholder, this information must be provided to any other shareholder at his request at

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the Annual General Meeting, even if it is not necessary for a proper assessment of the agenda item. ... The Executive Board may not refuse to provide information in accordance with paragraph 3 sentence 1 nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (Section 290 (1), (2) of the German Commercial Code), a joint venture (Section 310 (1) of the German Commercial Code) or an associated company (Section 311 (1) of the German Commercial Code) provides the information to a parent company (Section 290 (1), (2) of the German Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.

(5) If a shareholder is denied information, he may request that his question and the reason for which the information was denied be recorded in the minutes of the meeting. ..."

Garching, April 2024

SÜSS MicroTec SE
The Management Board

non-binding English translation