



SUSS MicroTec SE

Garching, Germany

Securities Identification No. A1K023

ISIN: DE000A1K0235

We hereby invite our shareholders to the
ordinary (virtual) Shareholders' Meeting

to be held on

May 31, 2022, at 11:00 a.m. (CEST).

The ordinary Shareholders' Meeting will be held as a virtual Shareholders' Meeting without the physical presence of shareholders and their proxies in the Haus der Bayerischen Wirtschaft (House of the Bavarian Economy), Max-Joseph-Straße 5, 80333 Munich, Germany.

Please note that the shareholders and their proxies will not be able to attend the virtual Shareholders' Meeting on site on the Company's premises.

The ordinary Shareholders' Meeting will be held as a virtual Shareholders' Meeting without the physical presence of shareholders and their proxies (with the exception of voting rights representatives appointed by the Company) in accordance with Section 1 (2) of the German Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (Art. 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic under Civil, Insolvency and Criminal Procedure Law of March 27, 2020), as amended by Article 11 of the Act on the Further Shortening of the Residual Debt

Exemption Procedure and on the Adjustment of Pandemic-Related Provisions in Corporate, Cooperative, Association, and Foundation Law and in Tenancy and Patent Law of December 22, 2020, last amended by Articles 15 and 16 of the Act on the Establishment of a Special Fund "Reconstruction Aid 2021" and on the Temporary Suspension of the Insolvency Application Requirement due to Heavy Rainfall and Floods in July 2021 and on the Amendment of Other Laws of September 10, 2021 ("COVID-19 Act"). For details on the rights of shareholders and their proxies, please refer to "Additional Disclosures and Notes," which are appended to the agenda.

Agenda

- 1. Presentation of the adopted annual financial statements of SUSS MicroTec SE, the approved consolidated financial statements as of December 31, 2021, the condensed Management Report for SUSS MicroTec SE and the Group, including provisions in accordance with Section 289a of the German Commercial Code (HGB) and Section 315a HGB, and the report of the Supervisory Board for the 2021 fiscal year**

The specified documents are available on our website at

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

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Management Board. Thus, the annual financial statements are adopted in accordance with Section 172 (1) of the German Stock Corporation Law (AktG). Therefore, the Shareholders' Meeting does not have to adopt a resolution on agenda item 1.

- 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 40,307,173.58 shown in the adopted annual financial statements as of December 31, 2021, be appropriated as follows:

- a) Payment of a dividend of EUR 0.16 on the 19,115,538 no-par value shares that are entitled to dividends, i.e., a total of EUR 3,058,486.08
- b) Transfer to earnings reserve: EUR 0.00
- c) Amount brought forward: EUR 37,248,687.50.

In accordance with Section 58 (4)(2) of the German Stock Corporation Law (AktG), the entitlement to the dividend falls due on the third business day following the resolution of the Shareholders' Meeting, i.e., June 3, 2022.

3. Resolution on the Discharge of Liability for the Members of the Management Board

The Management and Supervisory Boards propose the following resolution:

The members of the Management Board in the 2021 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 and Supervisory Boards propose the following resolution:

The members of the Supervisory Board in the 2021 fiscal year are granted discharge of liability for this period.

5. Resolution on the Appointment of the Auditor and Group Auditor

BDO AG Wirtschaftsprüfungsgesellschaft, headquartered in Hamburg, with an office in Munich, had been engaged as auditor of SUSS MicroTec SE for the last ten years. In accordance with current law, SUSS MicroTec SE issued an invitation to tender for the audit of the annual financial statements as scheduled.

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 2022 fiscal year.

6. Resolution on the Amendment of the Remuneration of the Supervisory Board and the Corresponding Amendment to the Articles of Incorporation

On December 17, 2021, the Supervisory Board of SUSS MicroTec SE resolved to form a Sustainability Committee (ESG Committee) to underscore the increasing importance of ESG (environmental, social and governance) issues for SUSS MicroTec SE and to meet the growing expectations of investors.

The Supervisory Board remuneration system adopted by the Annual Shareholders' Meeting of SUSS MicroTec SE on June 16, 2021, in Section 20 of the articles of incorporation

does not constitute separate remuneration for this additional ESG Committee. For this reason, Section 20 of the articles of incorporation of the Company is to be amended so as to provide for remuneration for membership in additional committees; the remuneration shall be limited in case of membership in several committees.

Therefore, the Management Board and Supervisory Board propose the following resolution be adopted:

1. Section 20 (1) of the articles of incorporation of the Company shall be reworded as follows:

“(1) The Supervisory Board members receive fixed annual remuneration of EUR 45,000.00. The Chair of the Supervisory Board receives 2.0 times and the Deputy Chair 1.5 times the remuneration granted in accordance with sentence 1. 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 sentence 1. 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 sentence 1.”

2. The amendment to the articles of incorporation referred to under item 1 of this agenda shall replace the current rules on remuneration of Supervisory Board Members from the time it takes effect and shall apply with effect from January 1, 2022.

7. Resolution on Elections to the Supervisory Board

The Supervisory Board of SUSS MicroTec SE is composed of five members, who were appointed by the Shareholders' Meeting in accordance with Art. 40 (2) and (3), SE-VO, Section 17 (1) SEAG, Section 21 SEBG in conjunction with Section 12 (1)(1) of the articles of incorporation of SUSS MicroTec SE and point 10 of the Agreement on Information, Consultation, and Codetermination Procedures at SUSS MicroTec SE as of March 10, 2017. The Shareholders' Meeting is not bound by nominations.

The term of incumbent Supervisory Board members Dr. David Dean, Dr. Myriam Jahn, and Jan Smits ends at the close of the ordinary Shareholders' Meeting on May 31, 2022. New elections are therefore required.

Dr. Dietmar Meister, who was elected by resolution of the Shareholders' Meeting on June 6, 2019, resigned from his office as a member of the Supervisory Board as of March 1, 2022. Shortly after that, at the request of the Supervisory Board, the District Court of Munich – Register Court – appointed Prof. Mirja Steinkamp as a member of the Supervisory Board of the Company in accordance with Section 104 (2) by resolution dated March 4, 2022. Pursuant to Section 104 (6) of the German Stock Corporation Law (AktG), the duties of a court-appointed member of the Supervisory Board shall end as soon as the vacancy has been filled. A new election of the court-appointed member of the Supervisory Board shall therefore also be held.

The Supervisory Board (supported by the nomination and remuneration committee of the Personnel Committee) proposes to elect

- a) Dr. David Robert Dean, resident of Feldafing, Germany, independent management consultant,
- b) Dr. Myriam Jahn, resident of Düsseldorf, Managing Director of Possehl Digital GmbH,
- c) Prof. Mirja Steinkamp, resident of Hamburg, tax consultant, public auditor, professor of auditing and corporate accounting at NORDAKADEMIE – Hochschule der Wirtschaft,

each until the conclusion of the Shareholders' Meeting that decides on the discharge of liability for the fiscal year ending on December 31, 2025, and

- d) Mr. Jan Smits, resident of Heeze, Netherlands, independent management consultant,

until the conclusion of the Shareholders' Meeting that decides on the discharge of liability for the fiscal year ending on December 31, 2024. Mr. Jan Smits is elected for a period of three years only, due to the age limit of 70 years stipulated in the Bylaws of the Supervisory Board.

The candidates are members of (i) other statutory Supervisory Boards or (ii) comparable domestic and foreign supervisory bodies of business enterprises enumerated below:

1. Dr. David Robert Dean

- (i) none
- (ii) Various appointments within the Axiata Group Berhad, Kuala Lumpur, Malaysia, or in companies sharing joint management:
 - a. since 2016: PT XL Axiata Tbk, Jakarta, Indonesia (listed on the stock exchange), Member of the Board of Commissioners
 - b. since 2017: Axiata Group Berhad, Kuala Lumpur, Malaysia (listed on the stock exchange), Member of the Board of Directors, simultaneously member and chair of the Audit and Risk Committee
 - c. since 2019: Ncell Pvt Ltd, Kathmandu, Nepal, Member and Chair of the Board of Directors

2. Dr. Myriam Jahn

- (i) none
- (ii) since 2022: Member of the Advisory Board of AUMA Riester GmbH & Co. KG, Müllheim, Germany,

3. Prof. Mirja Steinkamp

- (i) since 2017: Member of the Supervisory Board of Basler AG, Ahrensburg, Germany
since 2018: Member of the Supervisory Board (Deputy Chair) of Alper & Schetter AG, Neuss, Germany
- (ii) since 2021: Member of the Supervisory Board (Deputy Chair) of BarthHass GmbH & Co KG, Nuremberg, Germany

4. Jan Smits

- (i) none
- (ii) none

In the view of the Supervisory Board, neither of the proposed candidates has a personal or business relationship with SUSS MicroTec SE or its Group companies, the corporate bodies of SUSS MicroTec SE, or a shareholder who has a material interest in SUSS MicroTec SE, the disclosure of which is recommended by the German Corporate Governance Code.

The nomination takes into account the legal guidelines and targets approved by the Supervisory Board for its composition and strives to satisfy the competence profile developed by the Supervisory Board for the entire board.

It is intended to have the Shareholders' Meeting decide on the election of Supervisory Board members by holding an individual vote.

The curricula vitae of the proposed candidates are appended following the additional disclosures for the convening of the meeting. They are also available online at <http://www.suss.com/en/investor-relations/shareholder-meeting>

8. Resolution on the Approval of the Remuneration System for the Management Board

Pursuant to Section 120a (1) of the German Stock Corporation Law (AktG), the Shareholders' Meeting of a listed company shall pass a resolution regarding the approval of the remuneration system for Management Board members presented by the Supervisory Board whenever there is a significant change to the remuneration system, or every four years, whichever comes first.

With a majority of 59.99% of the votes cast, the ordinary Shareholders' Meeting of the Company approved the remuneration system for members of the Management Board adopted by the Supervisory Board of the Company on February 4, 2021, in accordance with Section 120a (1) of the German Stock Corporation Law (AktG) (2021 remuneration system) under agenda item 7 on June 16, 2021.

Taking into account the requirements of Section 87a (1) of the German Stock Corporation Law (AktG) and the comments of shareholders regarding the 2021 remuneration system, the Supervisory Board on March 29, 2022, adopted a modified remuneration system for the members of the Management Board (2022 remuneration system) that updates and amends individual aspects of the 2021 remuneration system.

The Supervisory Board, based on the recommendation of its Personnel Committee, proposes that the 2022 remuneration system set out below be approved.

Description of the 2022 Remuneration System

Based on the critical comments of the shareholders regarding the 2021 remuneration system, the Supervisory Board of SUSS MicroTec SE ("SUSS MicroTec") performed a thorough review of the remuneration system for the members of the Management Board, revised it where necessary, and further developed it in line with corporate strategy. The 2022

remuneration system essentially updates and amends the previous 2021 remuneration system by

- integrating sustainability targets as part of the long-term variable remuneration and significantly increasing the share of variable target remuneration based on sustainability targets by more than double (in the future, the ESG share of variable target remuneration will exceed 20% overall);
- implementing share ownership guidelines with share acquisition and retention obligations for the members of the Management Board;
- eliminating possible special bonuses;
- determining the maximum remuneration in the form of a specific monetary amount for the individual members of the Management Board; and
- increasing performance-related remuneration proportionally (with a corresponding reciprocal proportional reduction in basic remuneration) as part of the remuneration structure for Management Board members.

As a result, the 2022 remuneration system is more strongly focused on performance (pay-for-performance) and aligns remuneration more strongly with sustainability and the long view. In addition, the introduction of share acquisition and retention obligations (share ownership guidelines) aligns the interests of shareholders even more tightly with those of Management Board members.

The main changes in the remuneration system for the members of the Management Board are shown in the following comparison:

2021 Remuneration System	Component	2022 Remuneration System
<p>Makes a distinction between incumbent and newly appointed/future Management Board members (relative shares of remuneration components in target total remuneration)</p> <p><i>Incumbent Management Board members:</i></p> <p>Basic remuneration: ~ 40–60%</p> <p>Fringe benefits: ~ 1–5%</p> <p>Short-term variable remuneration: ~ 15–30%</p> <p>Long-term variable remuneration: ~ 20–35%</p> <p><i>Newly appointed/future Management Board members:</i></p> <p>Basic remuneration: ~ 40–50%</p> <p>Fringe benefits: ~ 1–5%</p> <p>Short-term variable remuneration: ~ 20–30%</p>	Remuneration structure	<p>Applies to all Management Board members using a new remuneration structure (relative shares of remuneration components in target total remuneration) through proportionate increase in performance-related remuneration</p> <p>Basic remuneration: ~ 30–40%</p> <p>Fringe benefits: ~ 1–5%</p> <p>Short-term variable remuneration: ~ 25–35%</p> <p>Long-term variable remuneration: ~ 30–40%</p>

2021 Remuneration System	Component	2022 Remuneration System
Long-term variable remuneration: ~ 25–35%		
<p>Performance criteria:</p> <p>40% sales</p> <p>40% net income for the fiscal year</p> <p>20% sustainability target (ESG as well as innovation and market)</p>	Short-term variable remuneration (STI)	<p>Performance criteria</p> <p>35% sales</p> <p>35% net income for the fiscal year</p> <p>15% sustainability target (now exclusively ESG criteria)</p> <p>15% innovation & market Position (now a separate goal apart from ESG)</p>
The sustainability target includes these categories: (i) innovation/research & development, (ii) market/customer, (iii) employees/culture, and (iv) environment/climate, without specifying them in more detail		Sustainability target categories are adjusted based on environmental, social and governance (ESG) considerations and ESG aspects are specified
<p>Performance criteria:</p> <p>1/3 return on capital employed (ROCE)</p> <p>1/3 sales growth</p> <p>1/3 relative total shareholder return (TSR)</p>	Long-term variable remuneration (LTI)	<p>Performance criteria:</p> <p>25% return on capital employed (ROCE)</p> <p>25% sales growth</p> <p>25% relative total shareholder return (TSR)</p> <p>25% sustainability target (ESG criteria)</p>
<p>Possibility to pay special bonuses in the event of special circumstances or developments, which may not exceed 1.5 times the basic remuneration</p>	Special bonus	<p>No special bonus</p> <p>New Management Board members may only be granted a sign-on bonus as a (one-time) fringe benefit, e.g., to compensate for forfeited remuneration from their previous employment relationship. The paid-out amount of the sign-on bonus is capped by the maximum remuneration. There is no plan to additionally limit the bonus to, for example, 1.5 times the basic remuneration, which ensures that the Supervisory Board has the necessary flexibility to recruit the best possible candidates.</p>
No share ownership guidelines	Share ownership guidelines	<p>Introduction of share ownership guidelines</p> <p>Amount: 100% of gross basic remuneration</p> <p>Build-up phase: annual personal investment of at least 25% of the net amount of the performance-related remuneration paid out (STI and LTI) until the required number of shares is reached</p>
<p>Definition of a specific aggregate amount of money for all members of the Management Board (Management Board as a whole):</p> <p>up to three members of the Management Board: EUR 5.8 million.</p> <p>four members of the Management Board: EUR 7.5 million.</p> <p>A specific amount is not defined for individual Management Board members; instead, 2.7 times the target</p>	Maximum remuneration	<p>Determination of a concrete amount of money for the individual members of the Management Board</p> <p>Distinction between the CEO and other regular members of the Management Board</p> <p>Chief Executive Officer: EUR 3.0 million</p> <p>Others members of the Management Board: EUR 2.5 million.</p>

2021 Remuneration System	Component	2022 Remuneration System
total remuneration; no distinction between Management Board members		
In the event of extraordinary developments, temporary deviations from the maximum remuneration are possible	Deviation option under Section 87a (2) of the German Stock Corporation Law (AktG)	No option to deviate from maximum remuneration

A. Main Features of the New Remuneration System for Management Board members

The Supervisory Board is guided by the following principles when structuring the remuneration system 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, 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 (STI) and long-term variable remuneration (LTI), social and ecological aspects are also taken into account, thereby promoting sustainable action within the Company. Sustainable action is an integral part of our corporate strategy that safeguards our future social and economic viability. 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 SUSS 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, SUSS MicroTec 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 SUSS 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

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 as amended on December 16, 2019, and published in the German Federal Gazette on March 20, 2020 (“GCGC 2020”).

B. Procedures for Determining, Implementing, and Reviewing the Remuneration System

The remuneration system for the members of the Management Board is determined by the Supervisory Board of SUSS MicroTec 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 SUSS MicroTec 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 resubmitted 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 Law (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.

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

Based on the 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.

I. 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.

II. 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.

D. Remuneration Components and their Relative Share of Target Total Remuneration, Structure of Target Total Remuneration, and Other Components of the Remuneration System

The remuneration system 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 = STI) and a long-term variable remuneration component (long-term incentive = 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.

E. Overview of the Components of the Remuneration System

Remuneration component	Description	
Remuneration independent of performance		
Basic remuneration	<ul style="list-style-type: none"> Fixed annual salary (paid in twelve monthly installments) 	
Fringe benefits	<ul style="list-style-type: none"> Primarily company cars and contributions to insurance 	
Remuneration based on performance		
Short-term variable remuneration (STI)	Plan type	<ul style="list-style-type: none"> Target bonus
	Performance criteria	<ul style="list-style-type: none"> 35% sales 35% net income for the fiscal year 15% sustainability target (ESG criteria) 15% innovation & market position
	Payment cap	<ul style="list-style-type: none"> 200% of the target amount
	Duration	<ul style="list-style-type: none"> One year
Long-term variable remuneration (LTI)	Plan type	<ul style="list-style-type: none"> Virtual performance share plan

Remuneration component	Description	
	Performance criteria	<ul style="list-style-type: none"> • 25% return on capital employed (ROCE) • 25% sales growth • 25% relative total shareholder return (TSR) • 25% sustainability target (ESG criteria)
	Payment cap	<ul style="list-style-type: none"> • 300% of the target amount
	Duration	<ul style="list-style-type: none"> • Four years (three-year performance period and a one-year lock-up period)
Others		
Malus and clawback	<ul style="list-style-type: none"> • 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. 	
Share ownership guidelines	<ul style="list-style-type: none"> • 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. 	
Maximum remuneration	<ul style="list-style-type: none"> • Payments of all remuneration components (basic remuneration, fringe benefits, STI, and LTI) resulting from a fiscal year are capped at EUR 3.0 million for 	

Remuneration component	Description
	the CEO and EUR 2.5 million for each of the other regular members of the Management Board.

F. 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).

G. Components of the Remuneration System in Detail

I. 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.

1. 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.

2. 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 noncash 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.

II. 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 strategy of SUSS MicroTec and for the long-term and sustainable development of the Company.

1. Short-Term Variable Remuneration (STI)

a) 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%).



b) Performance Criteria of the STI

Financial Performance Criteria – Sales & Net Income with a Weighting of 40% 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.

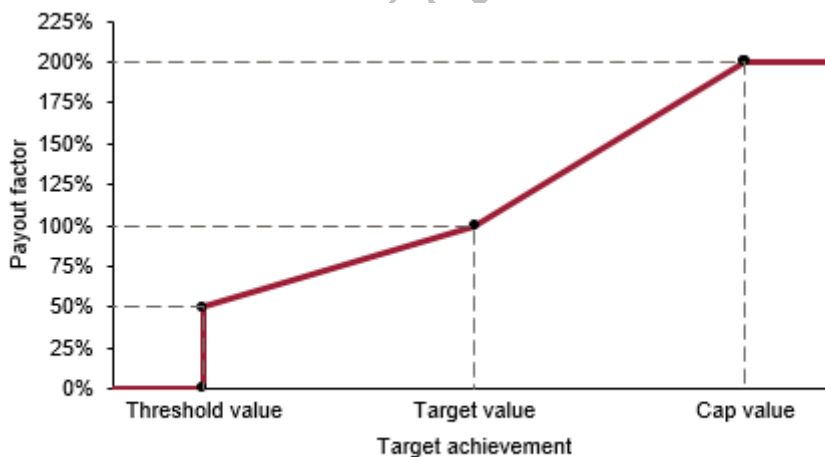
- **Sales:** Sales are those reported in the audited and approved consolidated financial statements. Sales are a significant indicator in the Company and represent the value of goods and services that the Company has achieved in a fiscal year. In order to remain competitive in the highly technical and 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 achievement 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 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:

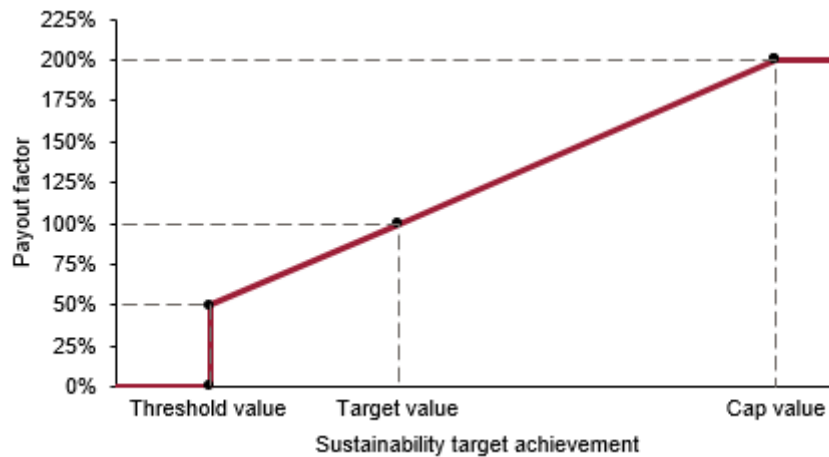
Category	ESG Aspects
Environmental	<ul style="list-style-type: none">• Reduction of CO₂ emissions• Optimization of the use of resources• Reduction of waste• Circular Economy
Social	<ul style="list-style-type: none">• Employee satisfaction and development• Diversity• Inclusion• Occupational health and safety
Governance	<ul style="list-style-type: none">• Compliance, in particular prevention of corruption and bribery• Risk management• Sustainable (responsible) supply chains• 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 criteria. Nonfinancial ESG targets are based, wherever possible, 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 GCGC 2020. The specific ESG targets, including an explanation of how they were applied, are disclosed in the Remuneration Report.

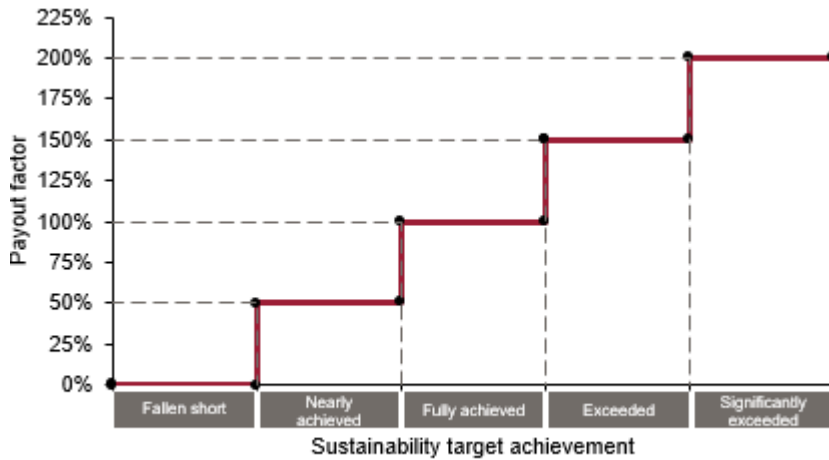
For each **quantitative ESG target**, the Supervisory Board defines a threshold and a cap value in addition to the target value. Target achievement for quantitative ESG targets is determined by comparing the actual value achieved for the respective ESG target in the fiscal year with the target value. 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 dutifully assesses target achievement after the end of the fiscal year at its own discretion. 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 key 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 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 criteria. 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 GCGC 2020. The explanations of the nonfinancial 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.

c) Determination of Overall Target Achievement and Payment Methods

The overall target achievement level (“**overall target achievement**”) 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 GCGC 2020 is excluded.

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.

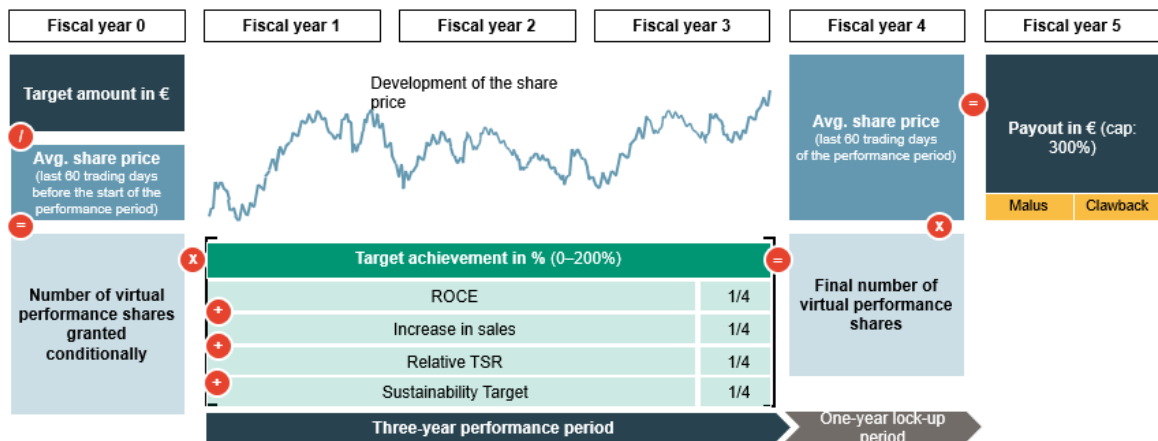
If the Management Board employment contract begins or ends in the current fiscal year, the target amount is reduced pro rata temporis to the date of the beginning or end.

2. Long-Term Variable Remuneration (LTI)

a) 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 of SUSS MicroTec, 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.

b) Performance Criteria of the LTI

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

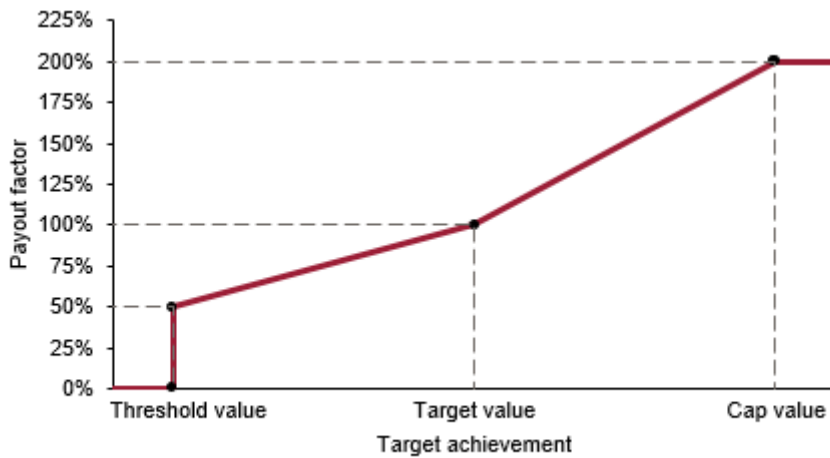
on the quarterly reports, and the audited and approved consolidated financial statements in the respective fiscal year. ROCE is an important profitability indicator that describes the return on capital employed. The individual components of ROCE are each strategically important key figures for the Company. 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:



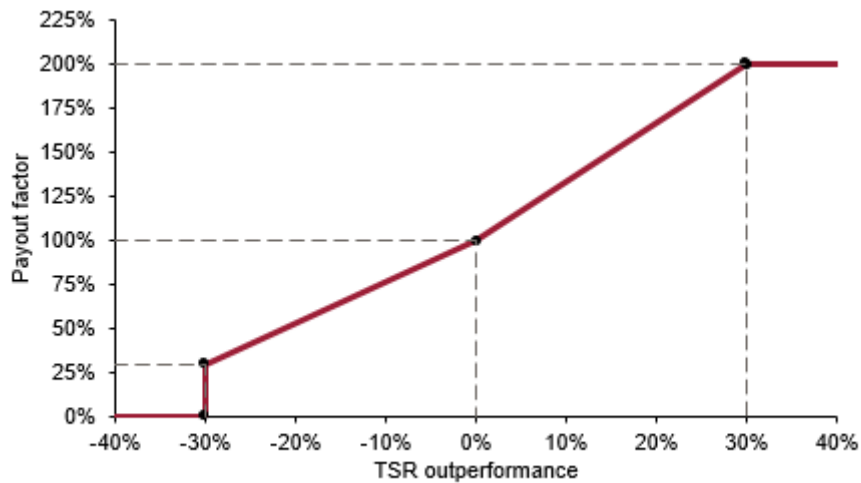
Financial, Share Price-Based Performance Criterion – Relative TSR with a Weighting of 25%

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.

c) 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 GCGC 2020 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.

III. Other Regulations Relevant to Remuneration

1. 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 (3) 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.

2. 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 SUSS 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 SUSS MicroTec shares and to hold these shares at least until the termination of their Management Board function (“SOG target”). The members of the Management Board are required to invest at least 25% of their (net) payout from the STI and LTI in SUSS MicroTec shares until the SOG target is reached.

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.

3. Remuneration-Related Legal Transactions

a) Terms and Premature Termination of Management Board Employment Contracts

The duration of the Management Board employment contracts is linked to the length of appointment. The Management Board employment contracts are concluded for the duration of the respective appointment. When appointing Management Board members and concluding employment contracts for Management Board members, the Supervisory Board observes the requirements of Section 84 of the German Stock Corporation Law (AktG), in particular the maximum term of five years, and takes into account the recommendations of the German Corporate Governance Code. In the case of an initial appointment to the Management Board, the term of the appointment and the duration of the Management Board employment contract are generally three years. In the event of a reappointment, provision may be made for (automatic) continuation of the employment contract for the duration of the further term of office.

In accordance with the requirements of German stock corporation law, the Management Board employment contracts do not provide for the possibility of ordinary termination. This does not affect the right of either party to terminate the Management Board employment contract without notice for good cause. In the event of a premature termination of the appointment, in particular by revocation of the appointment or resignation from office, the Management Board employment contract shall also terminate automatically upon expiration of a termination period analogous to Section 622 (1) and (2) of the German Civil Code (BGB) without the need for notice of termination.

In the event of permanent incapacity of the Management Board member, the Management Board employment contract shall end without the need for termination at the end of the

quarter in which the permanent incapacity was established. For the purposes of the employment contract, permanent incapacity exists if a Management Board member is expected to be permanently unable to perform the duties assigned to him or her without impairment. It is considered established if the incapacity lasts continuously for more than six months.

In the event of the death of a Management Board member during the term of employment, the basic remuneration is (will continue to be) paid to the contractually defined surviving dependents in the month of death and for up to six months, but no longer than until the end of the term of the employment contract (which would have occurred without the death of the Management Board member).

b) Benefits in Connection with the Termination of Management Board Position

In the absence of good cause within the meaning of Section 626 of the German Civil Code (BGB), the payments to be made by the Company to the Management Board member in the event of a premature termination of the appointment of a Management Board member and of the employment contract shall be limited to two years' remuneration (severance payment cap) and may not remunerate more than the remaining term of the employment contract.

If the employment relationship of the Management Board member ends as a result of termination for good cause within the meaning of Section 626 of the German Civil Code (BGB) or revocation of the appointment as Management Board member for good cause within the meaning of Section 84 (4) of the German Stock Corporation Law (AktG) or as a result of termination or resignation of the Management Board member without the consent of the Supervisory Board, the claims of the Management Board member to the variable remuneration components not yet paid out shall expire without replacement or compensation.

c) 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.

d) No Change of Control Clauses

There are no commitments in the event of a change of control.

e) Post-contractual Non-competition Agreement

The Supervisory Board may enter into a post-contractual non-competition agreement with Management Board members for a period of up to two years. The termination compensation to be paid to the Management Board member for the duration of the post-contractual non-competition agreement may not exceed 50% per year of the last contractual fixed remuneration and STI remuneration received by the Management Board member. Any severance payment shall be deducted from the termination compensation.

4. Appointments and Secondary Employment of Management Board Members

Any paid or unpaid secondary employment, such as accepting an appointment as a member of the Supervisory Board or Advisory Board, requires the prior written consent of the Supervisory Board. In its decision on whether to approve, in particular, the assumption of an external Supervisory Board appointment, the Supervisory Board shall also decide whether and to what extent any related remuneration is to be credited.

Separate remuneration is not provided for activities in companies affiliated with the Company, e.g., with regard to the performance of board functions in subsidiaries, and would otherwise be offset against the remuneration of the Management Board member in accordance with recommendation G.15 of GCGC 2020.

H. Exceptional Developments/Temporary Deviation from the Remuneration System

In accordance with recommendation G.11 of the GCGC, the Supervisory Board has the option to take reasonable account of exceptional developments in the performance-based remuneration.

Furthermore, Section 87a (2)(2) of the German Stock Corporation Law (AktG) authorizes the Supervisory Board to deviate from the remuneration system temporarily if this is necessary in the interests of the long-term welfare of the Company. This includes, for example, a far-reaching change in the economic environment (e.g., due to a severe economic or financial crisis or a pandemic), a corporate crisis requiring special measures, or any other circumstances or events which, alone or together with other circumstances or events, significantly impair or even eliminate the basis of the remuneration system to the extent that an appropriate material incentive can no longer be provided or maintained for the Management Board members (e.g., as a result of a significant change in corporate strategy or a significant change in the composition of the Group, for example, due to the acquisition or disposal of significant parts of the Company). Unfavorable market developments are not to be viewed as exceptional circumstances that allow a deviation from the remuneration system.

Even in the event of a deviation, the remuneration must continue to be aligned with the long-term and sustainable development of the Company and be consistent with the Company's success and the Management Board member's performance. A deviation from the remuneration system under the aforementioned circumstances is only possible after a careful analysis of these exceptional circumstances and the possible responses by way of a Supervisory Board resolution that transparently explains the exceptional circumstances and the need for a deviation and specifies the manner and intended duration of the deviation in a justified manner. The components of the remuneration system that may be deviated from in these exceptional cases are the procedure, the remuneration structure and amount, and all individual remuneration components. However, it is not possible to deviate from the specified maximum remuneration. If the incentive effect of the remuneration cannot be adequately restored by adjusting existing remuneration components, the Supervisory Board shall be entitled, inter alia, to temporarily grant additional remuneration components or replace individual remuneration components with other remuneration components. In the event of a temporary deviation from the remuneration system, the remuneration report for the following year shall explain the specific components of the remuneration system that were affected by the deviations as well as the need for the deviations.

9. Resolution on the Approval of the Remuneration Report for the 2021 Fiscal Year

Pursuant to the German Act on Implementing the Second Shareholders' Rights Directive (ARUG) II, which entered into force on January 1, 2020, the Management Board and Supervisory Board are required by Section 162 of the German Stock Corporation Law (AktG) to prepare a clear and comprehensible report each year on the remuneration granted and owed by the Company and by companies in the same group (Section 290 of the German Commercial Code [HGB]) to each individual current or former member of the Management Board and Supervisory Board in the past fiscal year (Remuneration Report).

Section 120a (4) of the German Stock Corporation Law (AktG), requires the audited Remuneration Report to be submitted to the Shareholders' Meeting for approval. The vote of the Shareholders' Meeting on the approval of the Remuneration Report is a recommendation.

In accordance with Section 162 (3) of the German Stock Corporation Law (AktG), the Remuneration Report of SUSS MicroTec SE for the 2021 fiscal year was reviewed by the auditor to determine whether the legally required disclosures pursuant to Section 162 (1) and (2) AktG were made. In addition to assessing the legal requirements, the auditor also examined the contents of the report. The report on the audit of the Remuneration Report is attached to the Remuneration Report.

The Management Board and the Supervisory Board propose to approve the Remuneration Report of SUSS MicroTec SE for the 2021 fiscal year as presented below and prepared and audited in accordance with section 162 of the German Stock Corporation Law (AktG).

REMUNERATION OF THE MANAGEMENT BOARD

The following Remuneration Report pursuant to Section 162 of the German Stock Corporation Law (AktG) presents and explains the granted and owed remuneration of the current and former members of the Management Board and Supervisory Board of SUSS MicroTec SE (also referred to as “SUSS MicroTec” or “the Company” in the following) in the 2021 fiscal year. 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 and is based on the requirements of the German Stock Corporation Law.

REMUNERATION OF MANAGEMENT BOARD MEMBERS

Review of Remuneration in 2021

On February 4, 2021, the Supervisory Board of the Company resolved the remuneration system for the members of the Management Board of the Company as presented below. The system will apply retroactively from January 1, 2021. This remuneration system takes into account both the amended (stock corporation) statutory provisions on Management Board remuneration under the German Act on Implementing the Second Shareholders' Rights Directive (ARUG II) and the recommendations of the German Corporate Governance Code as amended on December 16, 2019, and published in the Federal Gazette on March 20, 2020 (GCGC 2020). The remuneration system, which was approved by the Shareholders' Meeting on June 16, 2021, with a majority of 59.99 percent of the votes cast, was decisive for the remuneration granted and owed to the incumbent members of the Management Board in the 2021 fiscal year.

In the reporting year, there were no deviations from the Management Board remuneration system described below.

Procedures for Determining, Implementing, and Reviewing the Remuneration System in the 2021 Fiscal Year

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.

Based on the 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).

In addition, the Supervisory Board defines the specific performance criteria for the sustainability target on an annual basis and sets the target values for the short and long-term performance criteria.

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, or at least every two years.

As part of the review, an analysis and assessment of the conformity of the Management Board remuneration with the horizontal (comparison with the Management Board remuneration in other companies) and vertical (remuneration and employment conditions within SUSS) market situation is performed. Companies comparable to SUSS are used to assess horizontal conformity. The aim here is to achieve geographical and industry comparability as well as comparability in terms of company size. For example, the Supervisory Board compared a peer group for the remuneration of the Management Board, which is composed, on the one hand, of appropriately comparable listed equipment manufacturers for the semiconductor industry and selected competitors in markets related to the semiconductor industry and, on the other, of listed companies of comparable size listed on the TecDAX. The remuneration levels of the Management Board, upper management, and employees within SUSS are used to assess vertical conformity. Both current ratios and how the ratios have developed over time are considered here. The upper management of SUSS is defined as the first level below the Management Board.

The regular review of the Management Board remuneration system by the Supervisory Board is prepared by the Personnel Committee. If necessary, changes to the remuneration system may be resolved by the Supervisory Board. The remuneration system will be re-submitted to the Shareholders' Meeting for approval whenever significant changes are resolved, or at least every four years.

In the process of determining, implementing, and reviewing the remuneration system, the Supervisory Board takes into account the applicable regulations for avoiding and dealing with (potential) conflicts of interest. The remuneration system applies to all new employment contracts to be concluded with Management Board members and to contract extensions. The Management Board employment contracts concluded with Dr. Götz Bendele

and Dr. Thomas Rohe are based on the new remuneration system. Mr. Oliver Albrecht's Management Board employment contract was transferred to the new remuneration system with effect from January 1, 2021.

Main Features of the New Remuneration System for Management Board members

The remuneration system for the members of the Management Board is based on the following principles:

Strategy Orientation

The Management Board remuneration system in its entirety makes a significant contribution to promoting and implementing the business strategy of SUSS. 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, 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 business strategy of SUSS is the long-term and sustainable development of the Company. In order to link remuneration to the long-term development of SUSS, long-term variable remuneration makes up a significant portion of the total remuneration and exceeds short-term variable remuneration. By integrating sustainability targets into short-term variable remuneration, social and ecological aspects are also taken into account, thereby promoting sustainable action within 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.

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 a performance share plan and the integration of the total shareholder return (TSR) performance criterion based on the development of the share price of SUSS compared to the TSR of two indices. In addition, the interests of the Management Board, employees, customers, and other important stakeholders were always kept in mind when developing the new remuneration system for SUSS MicroTec.

Clarity and Comprehensibility

Finally, clarity and comprehensibility were important criteria when revising the structure of the remuneration system. The new remuneration system of SUSS follows the requirements of the German Stock Corporation Law as amended by ARUG II. In addition, the recommendations of the GCGC 2020 are taken into account.

Components of the Remuneration System

The remuneration system for members of the Management Board of the Company consists of remuneration components both independent of performance as well as based on performance. The remuneration independent of performance consists of basic remuneration and fringe benefits. The remuneration based on performance consists of a short-term and a long-term variable remuneration component. Of these, the short-term variable component (short-term incentive – STI) has a one-year term, while the long-term variable component (long-term incentive – LTI) takes the form of virtual performance shares with a term of four years – consisting of a three-year performance period followed by a one-year lock-up period.

Remuneration Component	Description	
Remuneration independent of performance		
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
	Performance criteria	40% sales 40% net income for the fiscal year 20% sustainability target
	Payment cap	200% of the target amount

Remuneration Component	Description
	Duration One year
Long-term variable remuneration (LTI)	Plan type Virtual performance share plan
	Performance criteria 1/3 return on capital employed (ROCE) 1/3 increase in sales 1/3 relative total shareholder return (TSR)
	Payment cap 300% of the target amount
	Duration Three years and a one-year lock-up period
Others	
Malus and clawback	Withholding and/or reclaiming of variable remuneration components 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
Special bonus	Possibility to pay special bonuses, which may not exceed 1.5 times the basic remuneration
Maximum remuneration	Limit on the total remuneration granted to the Management Board as a whole for one fiscal year of EUR 5.8 million for up to three Management Board members and EUR 7.5 million for four Management Board members Limit of 2.7 times the target total remuneration at the level of individual Management Board members

The target total remuneration comprises the sum of the remuneration components independent of performance and based on performance. To determine the target total remuneration, the STI and LTI are included with a target achievement of 100 percent. In accordance with the recommendation of the GCGC 2020, the target remuneration of the long-term variable component exceeds the target remuneration of the short-term variable component. The following table shows the shares of remuneration components in the target total remuneration:

Remuneration Component	Share of the Target Total Remuneration*
Basic remuneration	~ 40–50%
Fringe benefits	~ 1–5%
Short-term variable remuneration (STI)	~ 20–30%
Long-term variable remuneration (LTI)	~ 25–35%

* In view of the employment contract with a member of the Management Board already concluded prior to the adoption of the remuneration system by the Supervisory Board on February 4, 2021, different ranges for the remuneration structure apply to the Management Board member in question. These are ~ 40–60 percent for basic remuneration, ~ 1–5 percent for fringe benefits, ~ 15–20 percent for STI and ~ 20–35 percent for LTI.

Remuneration Independent of Performance

The remuneration independent of performance 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 monthly installments at the end of each month.

Fringe Benefits

Every Management Board member receives 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 contributions and subsidies to insurance policies or the assumption of insurance premiums (including 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), contributions to 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 noncash 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.

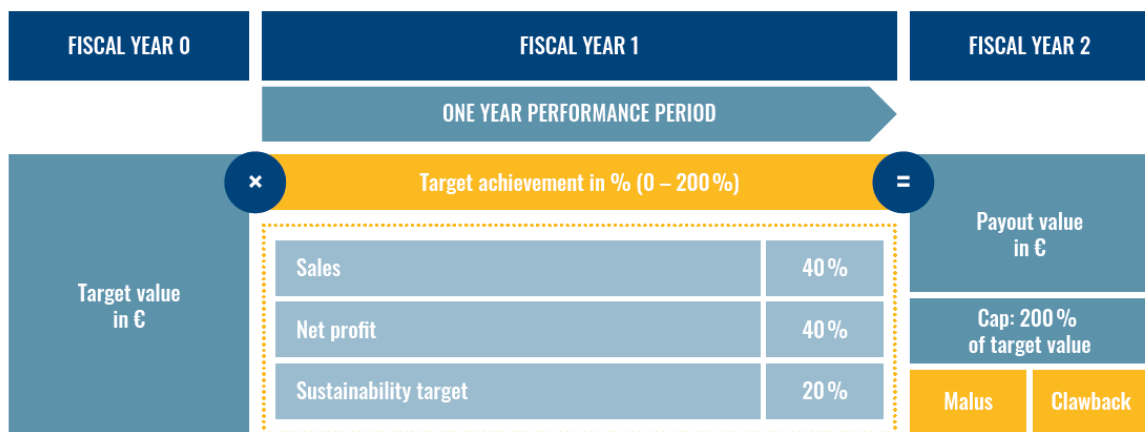
Remuneration Based on Performance

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 strategy of SUSS and for the long-term and sustainable development of the Company.

Short-Term Variable Remuneration (STI)

The goal of short-term variable remuneration is to reward the operational implementation of the business strategy. Two financial targets – sales (40 percent) and profit for the year (40 percent) – and a nonfinancial sustainability target (20 percent) have been defined as key performance criteria in this context.



Financial Performance Criteria – Sales & Net Income for the Fiscal Year

This part of the STI is measured by the achievement of the two equally weighted financial performance criteria of sales and net income for the fiscal year, which are essential components of the corporate management of SUSS.

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 aims for a long-term increase in sales until 2025 and beyond 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.

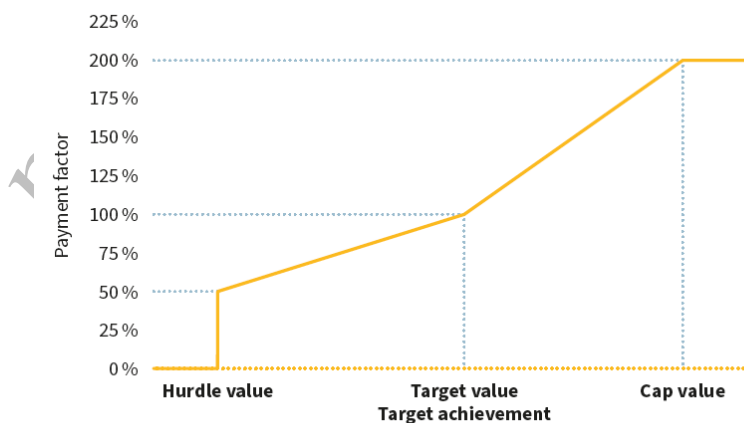
Positive net income reflects the Company's earning power and therefore ultimately its attractiveness for (potential) equity investors. SUSS is aiming for healthy long-term growth so that net income for the fiscal year should also increase steadily in line with sales. The use of net income for the fiscal 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 performance criterion. 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 percent, meaning total failure to meet the financial targets is possible. If the target achievement is equal to or greater than the cap value, the payout factor of the financial performance criterion is 200 percent.

For the sales and net income targets, additional secondary conditions are integrated into the remuneration system 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 percent, 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

This part of the STI is measured by the achievement of the nonfinancial sustainability target. This is composed of up to two sustainability targets derived from the sustainability strategy of SUSS. The inclusion of sustainability in the STI reflects the commitment of SUSS to accept social and environmental responsibility as a company. Each year, the Supervisory Board defines up to two equally weighted sustainability targets underlying the assessment at its own discretion, which it selects from the following categories:

Categories for the Sustainability Target

Innovation/Research & Development

Market/Customers

Employees/Culture

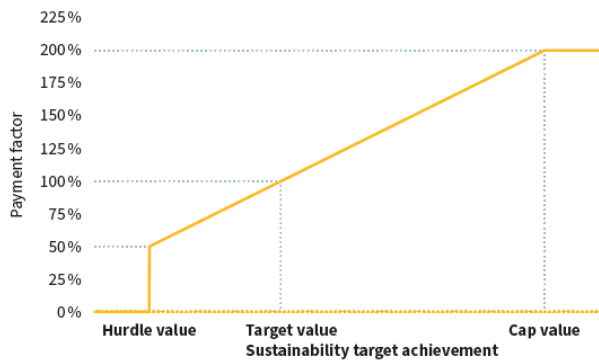
Environment/Climate

Community/Social Issues

Before the start of a fiscal year, the Supervisory Board sets ambitious targets for each nonfinancial sustainability objective. The targets are based, among other things, on the operationalization of the SUSS sustainability strategy. With regard to the targets determined by the Supervisory Board, a distinction must be made between quantitative and qualitative targets.

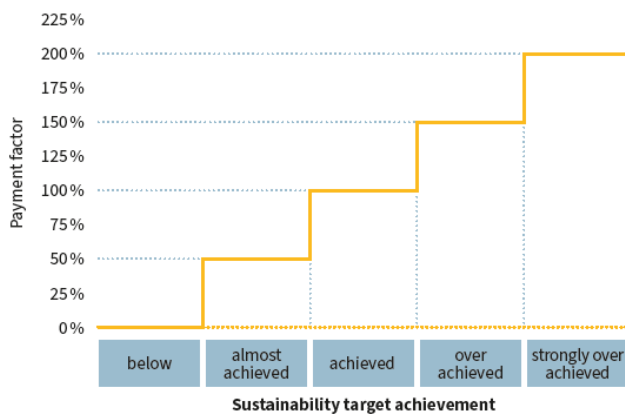
For each quantitative sustainability target, the Supervisory Board defines a threshold and a cap value in addition to the target value. Target achievement for quantitative sustainability targets is determined by comparing the actual value achieved for the respective sustainability target in the fiscal 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 at 0 percent, meaning total failure to meet the sustainability targets is possible. If the target is achieved at the threshold level, the payout factor is 50 percent. If the actual value corresponds to the target value, the payout factor is 100 percent. If the target achievement is equal to or greater than the cap value, the payout factor is 200 percent.

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



For each qualitative sustainability 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 percent, in the case of a missed target, to 200 percent, in the case of significantly exceeding the targets. Total failure to meet the sustainability targets is therefore possible.

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



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 percent 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 GCGC 2020 is excluded. It is possible for the Supervisory Board to take account of extraordinary developments to an appropriate extent (G.11 GCGC 2020). 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.

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)

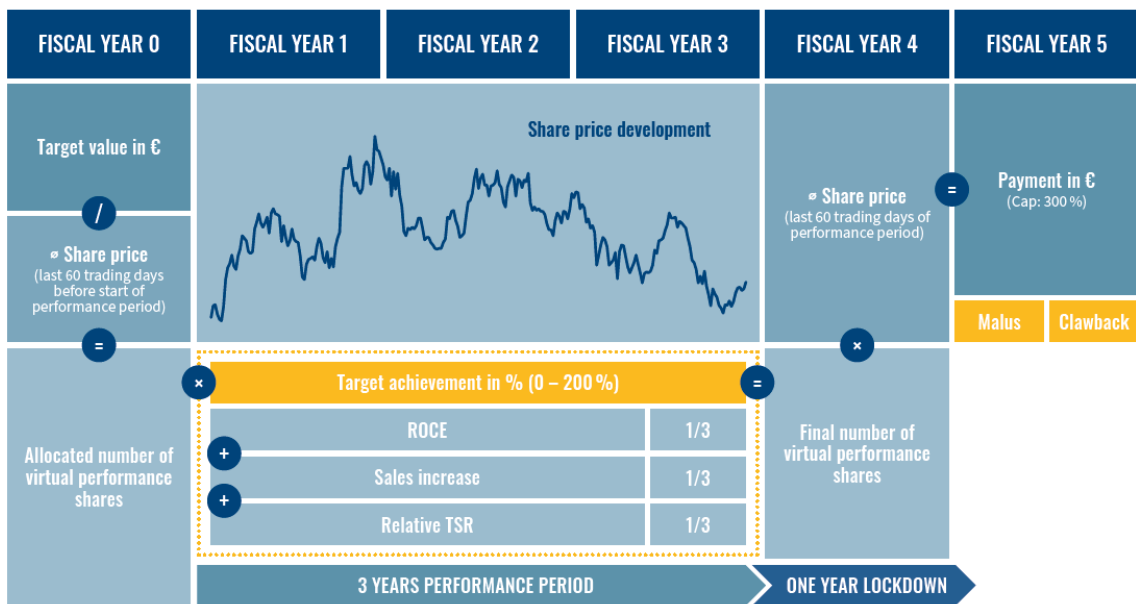
	Weighting	Break-Even Value	Threshold Value for 0% Target Achievement	Target Value for 100% Target Achievement	Threshold for 200% Target Achievement	Earnings 2021	Target Achievement in %
Sales	40%	EUR 221.8 million	EUR 237.9 million	EUR 279.9 million	EUR 321.9 million	EUR 263.4 million	94%
Profit for the year	40%	EUR 4.4 million	EUR 12.0 million	EUR 17.1 million	EUR 22.3 million	EUR 16.0 million	94%
Sustainability target	20%	–	Fallen short	Fully achieved	Significantly exceeded	Fully achieved	100%

The above target value settings and achievements for the 2021 fiscal year apply to each individual current Management Board member. The sustainability goal for the 2021 fiscal year is to create a sustainability program as the basis for improved target-oriented sustainability work in the future. This sustainability program will define goals, milestones, and responsibilities for program implementation and begin implementation. On the recommendation of the Sustainability Committee, the Supervisory Board set sustainability targets for 2022 for the Management Board within the framework of the current Management Board remuneration system. These goals include both a significant reduction in indirect (Scope 2) CO2 emissions at the main production sites, the roll-out and training of the new compliance manual and the Code of Conduct, and the creation and application of a compliance system for suppliers above a certain sales volume.

Long-Term Variable Remuneration (LTI)

The LTI is intended to help promote the sustainable and long-term business development of SUSS. In the remuneration system of SUSS, 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 (mean of the closing prices in XETRA trading [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) as well as a performance criterion based on the development of the share price (relative total shareholder return [TSR] compared to two peer groups). The three LTI performance criteria are equally weighted, with one third each going into the overall target achievement.

Financial Performance Criteria – ROCE & Sales Growth

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 business strategy of SUSS 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

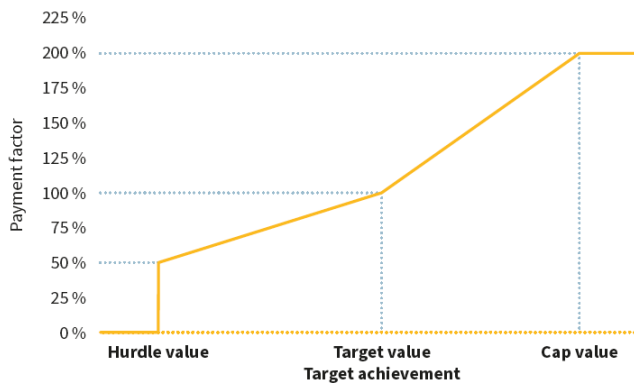
and taxes (EBIT) as reported in the audited and approved consolidated financial statements of the Company, the average capital employed based on the quarterly reports, and the audited and approved consolidated financial statements in the respective fiscal year. ROCE is an important profitability indicator 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 performance criterion for the respective 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 business 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 percent, 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 percent. If the actual value corresponds to the target value, the payout factor is 100 percent. If the target achievement is equal to or greater than the cap value, the payout factor is 200 percent.

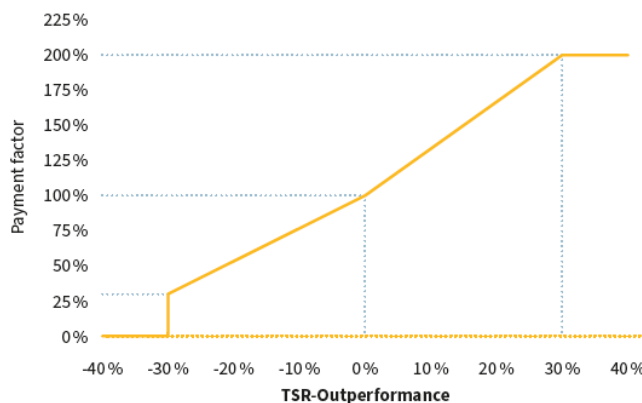
For the financial targets, the bonus curves are diagrammed as follows:



Share Price-Based Performance Criterion – Relative TSR

The third performance criterion, relative total shareholder return (TSR), compares the TSR performance of SUSS with the TSR performance of two peer groups, the Philadelphia Semiconductor Index as an international sector index, and the DAXsector Technology Index as a German index with a technology focus. The share-based provision of the LTI and the integration of a further 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 compared to the two benchmark indices. The outperformance corresponds to the difference between the TSR of the SUSS share and the TSR of the respective peer group in percentage points. An identical TSR performance from SUSS and the respective benchmark index leads to a TRS outperformance of 0 percent and corresponds to a target achievement of 100 percent. The threshold of -30 percent means that the TSR performance of SUSS is 30 percent below the index performance and corresponds to a payout of 30 percent. In the case of an outperformance of +30 percent for SUSS compared to the benchmark index, the payout is capped at 200 percent. 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.

To determine the overall target achievement in the LTI, the calculated payout factors of ROCE, sales growth, and relative TSR are each multiplied by $\frac{1}{3}$ 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 with the average share price of SUSS (mean of the closing prices in XETRA trading or a comparable successor system of Deutsche Börse AG over the last 60 trading days before the end of the performance period) 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 at the earliest. The payout amount is capped at 300 percent of the target amount.

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 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 GCGC 2020 is excluded. It is possible for the Supervisory Board to take account of extraordinary developments to an appropriate extent (G.11 GCGC 2020). 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.

Target values (LTI) – The Performance Period of the 2021 Tranche Ends on December 31, 2023

1 st Tranche 2021–2023	Weighting	Threshold for 0% Target Achievement	Target Value for 100% Target Achievement	Threshold for 200% Target Achievement	Values for the 2021 Fiscal Year
Return on capital employed (ROCE)	$\frac{1}{3}$	14%	19%	24%	14.0%
Increase in sales	$\frac{1}{3}$	6.72%	9.60%	12.48%	4.5%
Relative TSR*	$\frac{1}{3}$	-30%	0%	+30%	-29.9%

*The percentage figures relate to TSR outperformance (calculated using the average closing prices of the last 30 trading days in XETRA trading)

The above target value definitions and achievements relating to the LTI tranche issued in the 2021 fiscal year apply to each individual current Management Board member.

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 (3) 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.

Special Bonus

The Supervisory Board has the right to grant a special payment to the Management Board members in the event of special circumstances or developments. For example, in order to recruit qualified candidates for the Management Board, the Supervisory Board may grant Management Board members appointed for the first time an appropriate sign-on bonus in line with market conditions, for example, to compensate for forfeited remuneration from

previous employment or service agreements. Similarly, a special bonus may be awarded, for example, as a result of significant changes in the corporate structure, e.g., through the acquisition or disposal of significant parts of the Company. The payout amount of special bonuses is limited to 1.5 times the basic remuneration.

As an appropriate sign-on bonus in line with market conditions, and in order to attract new members to the Management Board, one-time sign-on and retention bonuses were offered to Dr. Götz M. Bendele and Dr. Thomas Rohe: Dr. Götz M. Bendele was granted 10,500 performance shares of SUSS MicroTec SE in three annual tranches of 3,500 shares after his entry into service, subject to the continuation of his employment contract, and valued at the respective average share price (average closing price of the Company's no-par value shares in XETRA trading over the last 60 trading days) of the previous period. The payment is made together with the salary payment for the short-term variable remuneration (STI). A sign-on and retention bonus totaling EUR 110,000.00 was agreed with Dr. Thomas Rohe. A payout of EUR 50,000.00 is made with the first salary statement as a sign-on bonus. This amount is to be invested in shares of the Company, which are subject to a one-year lock-up period after the date of investment. The retention bonus of EUR 60,000.00 is paid in three equal annual installments of EUR 20,000.00 each at the beginning of each year of employment.

Maximum Remuneration

In addition to the caps at the level of the individual performance criteria and the variable remuneration components, the remuneration system includes a cap on the remuneration amount at the level of the Management Board as a whole and at the level of the individual Management Board members. The total remuneration paid to the Management Board of SUSS as a whole within one year may not exceed a value of up to EUR 5,800,000 for up to three Management Board members. If a fourth Management Board member is appointed, the maximum remuneration of the Management Board as a whole is EUR 7,500,000. The total remuneration of the Management Board as a whole consists of the sum of the fixed remuneration, fringe benefits, STI, LTI, and special bonuses paid to all Management Board members. At the level of individual Management Board members, this means that the total annual remuneration is capped at 2.7 times the target total remuneration for the respective year. Prior to payment of the variable Management Board remuneration, compliance with the maximum remuneration is monitored by the Personnel Committee.

Remuneration of the Management Board Members in the 2021 Fiscal Year

The tables below show the respective target remuneration of the Management Board members for the 2021 fiscal year. This comprises the target remuneration promised for the fiscal

year, which is granted if 100 percent 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 in EUR	Dr. Götz M. Bendele Chief Executive Officer (CEO) Entry date: 05/01/2021			
	2021 (100%)	2020 (100%)	2021 (min)	2021 (max)
Basic remuneration	243,000.00	–	243,000.00	243,000.00
Fringe benefits (fixed) ¹	19,191.36	–	–	–
Other (sign-on and retention bonus) ²	76,650.00			
of which investment in SUSS MicroTec shares				
Expenses for retirement benefits	–	–	–	–
Total	338,841.36	–	243,000.00	243,000.00
Short-term variable remuneration (STI)	135,000.00	–	–	270,000.00
Long-term variable remuneration (LTI): 2021 tranche (performance period 01/01/2021 to 12/31/2023 and lock-up period 01/01/2024 to 12/31/2024)	162,000.00	–	–	486,000.00
Total remuneration	635,841.36	–	243,000.00	999,000.00

¹ Includes: Allowance for optional retirement insurance
Monetary value of private vehicle or car allowance
Company share of legal or private health insurance

² Dr. Götz M. Bendele receives a sign-on and retention bonus in the form of an allocation of 10,500 performance shares, which are paid out in 3 tranches of 3,500 performance shares each with the variable remuneration as long as the employment relationship exists, for a maximum of 3 years.

Target remuneration in EUR	Oliver Albrecht Chief Financial Officer (CFO) Entry date: 11/18/2019			
	2021 (100%)	2020 (100%)	2021 (min)	2021 (max)
Basic remuneration	300,000.00	356,452.27	300,000.00	300,000.00
Fringe benefits (fixed) ¹	23,435.88	16,920.77	23,435.88	23,435.88

Target remuneration in EUR	Oliver Albrecht Chief Financial Officer (CFO) Entry date: 11/18/2019			
	2021 (100%)	2020 (100%)	2021 (min)	2021 (max)
Expenses for retirement benefits	–	–	–	–
Total	323,435.88	373,373.04	323,435.88	323,435.88
Short-term variable remuneration (STI)	97,500.00	74,016.39	–	195,000.00
of which investment in SUSS MicroTec shares ²	–	37,008.20	–	–
Multi-year variable remuneration 2020–2022 (LTI)		31,721.31	–	
Long-term variable remuneration (LTI): 2021 tranche (performance period 01/01/2021 to 12/31/2023 and lock-up period 01/01/2024 to 12/31/2024)	102,500.00			307,500.00
Total remuneration	523,435.88	479,110.74	323,435.88	825,935.88

¹ Includes: Allowance for optional retirement insurance
Monetary value of private vehicle or car allowance
Company share of legal or private health insurance

² A lock-up period of three years applies to shares acquired in accordance with the variable remuneration system in force until December 31, 2020, as part of the variable remuneration (after deduction of personal taxes). The new remuneration system that went into effect on January 1, 2021, does not require the STI bonus to be invested in SUSS shares.

Target remuneration in EUR	Dr. Thomas Rohe Chief Operations Officer (COO) Entry date: 05/01/2021			
	2021 (100%)	2020 (100%)	2021 (min)	2021 (max)
Basic remuneration	135,000.00	–	135,000.00	135,000.00
Fringe benefits (fixed) ¹	20,178.40	–	–	–
Other (sign-on bonus) ²	70,000.00			
of which investment in SUSS MicroTec shares ²	50,000.00			
Expenses for retirement benefits	–	–	–	–
Total	225,178.40	–	135,000.00	135,000.00
Short-term variable remuneration (STI)	75,000.00	–	–	150,000.00
Long-term variable remuneration (LTI): 2021 tranche (performance period 01/01/2021 to 12/31/2023 and lock-up period 01/01/2024 to 12/31/2024)	90,000.00	–	–	270,000.00

Target remuneration in EUR	Dr. Thomas Rohe Chief Operations Officer (COO) Entry date: 05/01/2021			
	2021 (100%)	2020 (100%)	2021 (min)	2021 (max)
Total remuneration	390,178.40	–	135,000.00	555,000.00

¹ Includes: Allowance for optional retirement insurance

Monetary value of private vehicle or car allowance

Company share of legal or private health insurance

Allowance for moving and additional living expenses (limited to six months)

Allowance for rental costs

² Dr. Thomas Rohe receives a sign-on bonus of EUR 50,000. Of which the net amount after tax is to be invested in SUSS MicroTec shares and held for at least one year. In addition, Thomas Rohe receives a retention bonus of EUR 20,000 per year for the term of his employment contract.

Target remuneration in EUR	Dr. Franz Richter Former Chief Executive Officer (CEO) Exit date: 04/30/2021			
	2021 (100%)	2020 (100%)	2021 (min)	2021 (max)
Basic remuneration	133,332.00	400,000.00	133,333.00	133,333.00
Fringe benefits (fixed) ¹	11,613.32	34,307.52	11,613.32	11,613.32
Expenses for retirement benefits	–	–	–	–
Total	144,945.32	434,307.52	144,946.32	144,946.32
Single-year variable remuneration (STI) ²	46,666.67	140,000.00	–	93,333.33
of which investment in SUSS MicroTec shares ³		70,000.00	–	46,666.67
Multi-year variable remuneration 2020–2022 (LTI)	20,000.00	60,000.00	–	40,000.00
Total remuneration	211,611.99	634,307.52	144,946.32	278,279.65

¹ Includes: Allowance for optional retirement insurance

Monetary value of private vehicle or car allowance

Company share of legal or private health insurance

² Because the contract was terminated, the short-term variable remuneration (STI) was determined and paid pro rata temporis.

³A lock-up period of three years applies to shares acquired in accordance with the variable remuneration system in force until December 31, 2020, as part of the variable remuneration (after deduction of personal taxes).

Remuneration granted and owed to the Management Board in the 2021 fiscal year:

In the 2021 fiscal year, the current and former members of the Management Board were remunerated as shown in the following tables. The pair of terms “granted” and “owed” remuneration was newly introduced with the German Act on Implementing the Second Shareholders’ Rights Directive (ARUG) II:

According to the legislative materials, remuneration is owed if the Company has a legally existing obligation to the officer which is due but not yet fulfilled (see explanatory notes RegE ARUG II, BT-Drs. 19/9739, p. 111, explanatory notes resolution recommendation BT-Rechtsausschuss ARUG II, BT-Drs. 19/15153, p. 53).

According to the legislative materials, remuneration is granted and thus disclosed pursuant to Section 162 (1)(2)(1) German Stock Corporation Law (AktG) when it actually (i.e., in fact) accrues to the officer and thus passes to their assets, irrespective of whether the accrual is for the fulfillment of an obligation or without legal reason; see explanatory notes to RegE ARUG II, BT-Drs. 19/9739, p. 111, explanatory notes resolution recommendation BT-Rechtsausschuss ARUG II, BT-Drs. 19/15153, p. 53). At the same time, however, according to the legislative materials, the exact point in time of the inflow is not to be regulated (by law), but it can continue to be left to clarification by practice as to when this point in time is assumed (see explanatory notes to RegE ARUG II, BT-Drs. 19/9739, p. 111). For this reason, it is also possible to disclose remuneration pursuant to Section 162 (1)(2)(1) German Stock Corporation Law (AktG) (already) in the remuneration report for the fiscal year in which the (one-year or multi-year) activity on which the remuneration is based was performed in full, i.e., in particular a corresponding variable remuneration component was earned in full. Such an understanding of the term permits – as is also customary in international practice – an accrual-based, transparent disclosure of the variable remuneration components and is therefore the basis for this Remuneration Report.

At the Company, the fixed remuneration and fringe benefits paid in each case are reported under the remuneration granted and owed to the Management Board, as are the target values achieved for the one-year variable remuneration (STI). The values for the multi-year variable remuneration (LTI) are only recognized at the end of the respective performance period.

If a member of the Management Board leaves the Company during a performance period, the LTI value is stated in the fiscal year in which the payment is made.

Remuneration granted and owed in EUR	Dr. Götz M. Bendele Chief Executive Officer (CEO) Entry date: 05/01/2021			Oliver Albrecht Chief Financial Officer (CFO) Entry date: 11/18/2019			
	2021	in %	2020	2021	in %	2020	in %
Basic remuneration	243,000.00	53.1		300,000.00	73.3	356,452.27	62.3
Fringe benefits (fixed)	19,191.36	4.2		23,435.88	5.7	16,920.77	3.0
Expenses for retirement benefits	–		–	–		–	
Other (sign-on bonus)	76,650.00	16.8					
of which investment in SUSS MicroTec shares							
Total	338,841.36	74.1	–	323,435.88	79.1	373,373.04	65.2
Single-year variable remuneration	118,570.50	25.9		85,634.25	20.9	199,044.09	34.8
of which investment in SUSS MicroTec shares				–	0.0	67,800.73	11.8
Multi-year variable remuneration 2020–2022 (LTI) ¹			–	–		–	0.0
Long-term variable remuneration (LTI): 2021 tranche (performance period 01/01/2021 to 12/31/2023 and lock-up period 01/01/2024 to 12/31/2024) ¹							
Total remuneration ²	457,411.86	100.0	–	409,070.13	100.0	572,417.13	100.0

¹ Recognition of the first tranche (2021–2023) for the LTI under the new remuneration system will not take place until the end of the period. The amount of the provision can be found in Note (24) to the consolidated financial statements.

² For Dr. Götz M. Bendele, the maximum total annual remuneration (= 2.7 times the target total remuneration in each case) of EUR 1,716,771.67 was complied with in the 2021 fiscal year. For Oliver Albrecht, the maximum total annual remuneration of EUR 1,413,276.88 was complied with in the 2021 fiscal year. In addition, with total remuneration for the entire Management Board of EUR 1,488,167.63 in the 2021 fiscal year, the maximum total remuneration for the entire Management Board of EUR 5,800,000 (for up to three members of the Management Board) was complied with.

Remuneration granted and owed in EUR	Dr. Thomas Rohe Chief Operations Officer (COO) Entry date: 05/01/2021			Dr. Franz Richter Chief Executive Officer (CEO)			
	2021	in %	2020	2021	in %	2020	in %
Basic remuneration	135,000.00	46.4		133,332.00	40.4	400,000.00	57.9
Fringe benefits (fixed)	20,178.40	6.9		11,613.32	3.5	34,307.52	5.0
Expenses for retirement benefits	–		–	–		–	
Other (sign-on bonus)	70,000.00	24.1					
of which investment in SUSS MicroTec shares	50,000.00	17.2					
Total	225,178.40	77.4	–	144,945.32	43.9	434,307.52	62.9
Single-year variable remuneration (A)	65,872.50	22.6		46,666.67	14.1	256,486.50	37.1
of which investment in SUSS MicroTec shares		0.0		–	0.0	128,243.25	18.6
Multi-year variable remuneration 2020–2022 (LTI) ¹		0.0	–	138,500.00	42.0	–	0.0
Long-term variable remuneration (LTI): 2021 tranche (performance period 01/01/2021 to 12/31/2023 and lock-up period 01/01/2024 to 12/31/2024) ²							
Total remuneration³	291,050.90	100.0	–	330,111.99	100.0	690,794.02	100.0

The employment contract with Dr. Franz Richter was terminated by mutual agreement as of April 30, 2021. No severance payment was made.

¹ Due to the termination of the contract, the long-term variable remuneration (LTI) for the period 2020–2022 was determined and paid pro rata temporis under the old remuneration system.

² Recognition of the first tranche (2021–2023) for the LTI under the new remuneration system will not take place until the end of the period. The amount of the provision can be found in Note (24) to the consolidated financial statements.

³ For Dr. Thomas Rohe, the maximum total annual remuneration (= 2.7 times the target total remuneration in each case) of EUR 1,053,481.68 was complied with in the 2021 fiscal year. In addition, with total remuneration for the entire Management Board of EUR 1,488,167.63 in the 2021 fiscal year, the maximum total remuneration for the entire Management Board of EUR 5,800,000 (for up to three members of the Management

Board) was complied with. In accordance with Section 26j (1) of the Introductory Act to the German Stock Corporation Law (EAGAktG), Dr. Franz Richter's employment contract, which predated the 2021 remuneration system, was still subject to the previous Management Board remuneration system (grandfathering), which in particular, in accordance with the legal situation at the time, did not provide for maximum remuneration within the meaning of Section 87a (1) (2)(1) German Stock Corporation Law (AktG).

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. Until June 30, 2021, the following regulation was valid: In addition to the reimbursement of his/her expenses and meeting attendance remuneration of EUR 2,000.00 per meeting, each member of the Supervisory Board receives a fixed remuneration based on the member's tasks. According to this, the Chair of the Supervisory Board receives EUR 60,000.00, the Deputy Chair receives EUR 50,000.00, and a regular member of the Supervisory Board receives EUR 45,000.00 per fiscal year as fixed remuneration.

Against the background of the increased requirements for the Supervisory Board's control and advisory activities, Supervisory Board remuneration was adjusted as follows by amendment to the articles of incorporation on June 16, 2021, with effect from July 1, 2021. The Supervisory Board members receive fixed annual remuneration of EUR 45,000.00. The Chair of the Supervisory Board receives 2.0 times and the Deputy Chair 1.5 times the remuneration granted in accordance with sentence 1. In addition, each member of the Audit Committee receives an annual fixed remuneration of EUR 15,000.00, and each member of the Personnel Committee receives an annual fixed remuneration of EUR 10,000.00. The Chairs of the committees each receive 2.0 times the aforementioned amounts. If a Supervisory Board member sits on several committees at a time, only the highest-paid committee membership is remunerated in addition to the fixed annual remuneration pursuant to sentence 1. In addition, each Supervisory Board member receives meeting attendance remuneration 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.

In the 2021 fiscal year, the current and former members of the Supervisory Board were remunerated as follows:

2021 in EUR	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)	75,000.00	67.6	20,000.00	18.0	10,000.00	9.0	6,000.00	5.4	111,000.0
Dr. Myriam Jahn (Deputy Chair of the Supervisory Board)	58,750.00	67.7	20,000.00	23.1	5,000.00	5.8	3,000.00	3.5	86,750.0
Dr. Dietmar Meister	45,000.00	53.6	20,000.00	23.8	15,000.00	17.9	4,000.00	4.8	84,000.0
Jan Smits	45,000.00	58.8	20,000.00	26.1	7,500.00	9.8	4,000.00	5.2	76,500.0
Dr. Bernd Schulte	45,000.00	61.6	20,000.00	27.4	5,000.00	6.8%	3,000.00	4.1	73,000.0

2020 in EUR	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, since 05/20/2020)	37,049.18	67.3	18,000.00	32.7	0.00	0.0	0.00	0.0	55,049.18
Dr. Stefan Reineck (Chair of the Supervisory Board, until 05/20/2020)	23,114.75	65.8	12,000.00	34.2	0.00	0.0	0.00	0.0	35,114.75
Dr. Myriam Jahn (Deputy Chair of the Supervisory Board)	48,087.43	63.2	28,000.00	36.8	0.00	0.0	0.00	0.0	76,087.43
Jan Teichert (Deputy Chair of the Supervisory Board, until 04/30/2020)	16,256.83	67.0	8,000.00	33.0	0.00	0.0	0.00	0.0	24,256.83
Dr. Dietmar Meister	45,000.00	61.6	28,000.00	38.4	0.00	0.0	0.00	0.0	73,000.00
Jan Smits (since 05/20/2020)	27,786.89	60.7	18,000.00	39.3	0.00	0.0	0.00	0.0	45,786.89
Dr. Bernd Schulte (since 11/06/2020)	6,885.25	46.3	8,000.00	53.7	0.00	0.0	0.00	0.0	14,885.25
Gerhard Pegam (until 03/25/2020)	10,450.82	63.5	6,000.00	36.5	0.00	0.0	0.00	0.0	16,450.82

in EUR thousand	2021	Change vs. PY	2020	Change vs. PY	2019	Change vs. PY	2018	Change vs. PY	2017
Supervisory Board remuneration									
Dr. David Dean (since 05/20/2020)	111	101.8%	55						
Dr. Myriam Jahn (since 05/31/2017)	87	14.5%	76	24.6%	61	3.4%	59	73.5%	34
Dr. Dietmar Meister (since 06/06/2019)	84	15.1%	73	102.8%	36				
Jan Smits (since 05/20/2020)	77	67.4%	46						
Dr. Bernd Schulte (since 11/06/2020)	73	386.7%	15						
Dr. Stefan Reineck (until 05/20/2020)			35	-53.9%	76	2.7%	74	0.0%	74
Jan Teichert (until 04/30/2020)			24	-63.6%	66	3.1%	64	0.0%	64
Gerhard Pegam (until 03/25/2020)			16	-73.8%	61	3.4%	59	0.0%	59
Earnings development									
Net profit for the year for SUSS MicroTec SE	39,591	5429.6%	716	-103.9%	-18,536	-18840%	99	-96.4%	2,712
Net profit for the year for the Group	16,015	29.5%	12,363	-176.0%	-16,261	-439.9%	4,784	-28.7%	6,706
Average employee remuneration									
German SUSS companies	71.9	0.1%	71.8	6.4%	67.5	-0.4%	67.8	-2.2%	69.3

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 percent 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.

AUDIT CERTIFICATE OF THE INDEPENDENT AUDITOR

To SÜSS MicroTec SE, Garching

CERTIFICATE REGARDING THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS AND THE CONDENSED MANAGEMENT REPORT

AUDIT OPINION

We have audited the annual financial statements of SÜSS MicroTec SE, Garching, comprising the statement of financial position as of 31. Dezember 2021 and the statement of income for the fiscal year from 1. Januar 2021 to 31. Dezember 2021, as well as the notes, including a description of the accounting policies.

In addition, we audited the condensed Management Report (report on the situation in the Company and the Group) of SÜSS MicroTec SE, including the remuneration report included in the "Remuneration Report" section and the related disclosures for the fiscal year from 1. Januar 2021 to 31. Dezember 2021. In conformity with German legal provisions, we have not substantively audited the sections of the condensed Management Report specified under "OTHER INFORMATION."

In our opinion, based on the insights gained in the audit:

- The attached annual financial statements comply in all material respects with the provisions of German commercial law applicable to corporations and give a true and fair view of the assets and financial position of the Company as of 31. Dezember 2021 and of the Company's financial performance for the fiscal year from 1. Januar 2021 to 31. Dezember 2021 in accordance with generally accepted German accounting principles.
- Furthermore, the attached condensed Management Report conveys a picture of the condition of the Company that is accurate overall. In all material respects, this condensed Management Report is consistent with the annual financial statements, complies with German legal regulations, and accurately presents the opportunities and risks of future development. Our audit opinion on the condensed Management Report does not extend to the content of the sections of the condensed Management Report specified under "Other Information."

In accordance with Section 322 (3)(1) of the German Commercial Code (HGB), we declare that our audit has not led to any objections regarding the accuracy of the annual financial statements and the condensed Management Report.

BASIS FOR THE AUDIT OPINION

We have conducted our audit of the annual financial statements and the condensed Management Report in accordance with Section 317 of the HGB and the EU Auditor Regulation (No. 537/2014; referred to below as "EU-APrVO"), taking into account the generally accepted German accounting principles promulgated by the Institute of Public Auditors in Germany (IDW). Our responsibility according to these regulations and principles is further described in the "RESPONSIBILITY OF THE AUDITOR FOR THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS AND CONDENSED MANAGEMENT REPORT" section of our audit certificate. In accordance with European legal and German commercial and professional legal regulations, we are independent of the Company and have fulfilled our other German professional obligations in accordance with these requirements.

In addition, we declare in accordance with Article 10 (2)f of the EU-APrVo that we have not performed any prohibited non-auditing services in accordance with Article 5 (1) of the EU-APrVO.

We are of the opinion that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the annual financial statements and the condensed Management Report.

PARTICULARLY IMPORTANT ISSUES IN THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS

Particularly important audit issues are those matters which, to the best of our knowledge, were most significant in our audit of the annual financial statements for the fiscal year from 1. Januar 2021 to 31. Dezember 2021. These issues were taken into account in the context of our audit of the annual financial statements as a whole and in the formation of our audit opinion on them; we do not provide a separate audit opinion on these issues.

We identified the following issues as particularly important for the audit.

VALUATION OF THE SHARES IN SUSS MICROTEC INC. AND THE LOANS GRANTED TO IT

Issue

In the annual financial statements of SUSS MicroTec SE as of December 31, 2021, the shares in SUSS MicroTec Inc., Corona, California, USA, are valued at a carrying amount of EUR 17.0 million. In addition, long-term loans in the amount of USD 3.0 million have been extended to SUSS MicroTec Inc. as of the reporting date. The carrying amount is EUR 2.6 million.

Assessment of the recoverability of shares in affiliated companies and loans to affiliated companies requires a variety of discretionary decisions and estimates by the legal representatives. Assessment of the recoverability of these assets is based on the future cash flows resulting from the budgets for the affiliated companies for 2022 to 2026 and the sustainable development derived from them. The fair values of the shares as well as the loans in the group of affiliated companies are determined separately by SUSS MicroTec SE using the discounted cash flow (DCF) method. Significant discretionary parameters in the application of this method are the estimates of the Company's legal representatives regarding future cash surpluses of the affiliated companies as well as the cost of capital rates used.

If or to the extent that these calculations exhibit a permanent lack of recoverability of the investments or loans at individual affiliated companies, SUSS MicroTec SE recognizes the necessary write-downs on the recognized values of the investments or loans as of the reporting date.

Due to the fundamental uncertainty associated with these extensive discretionary decisions and estimates of the legal representatives, as well as the relevance of the investment in SUSS MicroTec Inc. with regard to the scope of the carrying amount and the loans granted to it, the recoverability of these items was a matter of particular importance to our audit.

Information provided by the Company on the valuation of shares in affiliated companies and loans to affiliated companies is included in sections B. and C. of the notes.

Audit Response and Insights

We examined the valuation considerations of SUSS MicroTec SE at the aforementioned affiliated companies in detail, both analytically and computationally. For all affiliated companies judged to be critical in terms of valuation in the first stage, calculations in accordance with the DCF method are available as of the reporting date; the ability of the respective affiliated company to serve claims of SUSS MicroTec SE as a provider of shareholders' equity and borrowed capital is derived from them.

In the course of our analytical audit of the medium- and long-term planning calculations, we became convinced that the planning assumptions were plausible. We examined the causes of significant deviations from plan targets in the past as well as the measures taken by management to remedy them. In reviewing the methodological implementation of the DCF process, we satisfied ourselves that the future cash flows on which these valuations are based are plausible. As an additional key parameter, we separately reviewed the initial values used to determine the applied discount rate, particularly the weighted average cost of capital.

We conclude that the assumptions made by the legal representatives while conducting the impairment test, and the valuation parameters used, stand up to scrutiny and lie within a justifiable valuation range.

OTHER INFORMATION

The legal representatives — more specifically, the Supervisory Board — are responsible for other information. Other information includes:

- The Nonfinancial Group Declaration in accordance with the reference in section “Non-financial Group Declaration in Accordance with Section 315b of the German Commercial Code (HGB)” of the condensed Management Report and
- The Group declaration on corporate governance in accordance with the reference in section “Group Declaration on Corporate Governance in Accordance with Section 289f and 315d of the German Commercial Code (HGB)” of the condensed Management Report.
- The remaining parts of the Annual Report, with the exception of the audited annual financial statements, the condensed Management Report, and our audit certificate.

Our audit opinion on the annual financial statements and the condensed Management Report does not extend to other information. Accordingly, we are issuing neither an audit opinion nor any other form of audit conclusion regarding it.

In connection with our audit, we have the responsibility to read other information and to evaluate whether the other information

- indicates material discrepancies from the annual financial statements, the condensed Management Report, or the insights we gained during the audit, or
- otherwise appears to contain material misrepresentations.

If we conclude, based on the work we have carried out, that a material misrepresentation of this other information exists, we are obligated to report these facts. In this regard, we have nothing to report.

RESPONSIBILITY OF THE LEGAL REPRESENTATIVES AND THE SUPERVISORY BOARD FOR THE ANNUAL FINANCIAL STATEMENTS AND THE CONDENSED MANAGEMENT REPORT

The legal representatives are responsible for ensuring that the preparation of these annual financial statements takes place in accordance with German commercial law as it applies

to corporations in all material respects, and for ensuring that the annual financial statements provide a true and fair presentation of the net assets, financial position, and results of operations of the Company in accordance with German principles of proper accounting. Furthermore, the legal representatives are responsible for internal controls which they have deemed necessary in keeping with generally accepted German accounting principles in order to prepare annual financial statements that are free of material misrepresentations, whether deliberate or unintended.

During preparation of the annual financial statements, the legal representatives are responsible for assessing the ability of the Company to continue as a going concern. Furthermore, they bear responsibility for indicating any issues in connection with the continuation of corporate activities, provided that they are relevant. In addition, they are responsible for accounting on the basis of the going concern principle insofar as there are no contrary actual or legal circumstances.

The legal representatives are also responsible for the preparation of the condensed Management Report, which provides a picture of the condition of the Company that is accurate overall and consistent with the annual financial statements in all material respects, complies with German legal regulations, and accurately presents the opportunities and risks of future development. Furthermore, the legal representatives are responsible for precautions and measures (systems) that they have deemed to be necessary in order to prepare a condensed Management Report in accordance with the applicable German legal provisions and in order to provide sufficient appropriate evidence for the statements in the condensed Management Report.

The Supervisory Board is responsible for monitoring the Company's accounting process for preparation of the annual financial statements and the condensed Management Report.

The Management Board and the Supervisory Board are also responsible for preparation of the remuneration report including its related disclosures. These are contained in a separate section of the condensed Management Report and comply with the requirements of Section 162 of the German Stock Corporation Law (AktG). Furthermore, the Management Board and the Supervisory Board are responsible for the internal controls and related disclosures that they deem necessary to prepare a remuneration report; these are to be free of material misrepresentations, whether deliberate or unintended.

RESPONSIBILITY OF THE AUDITOR FOR THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS AND THE CONDENSED MANAGEMENT REPORT

Our objective is to obtain reasonable assurance about whether the annual financial statements as a whole are free of material misrepresentations, whether deliberate or unintended.

We also determine whether the condensed Management Report conveys an accurate picture of the Company's situation, is consistent in all material respects with the annual financial statements and the insights gained during the audit, complies with German legal provisions, and accurately presents the opportunities and risks of future development. Our objective is also to issue an audit certificate that includes our audit opinion on the annual financial statements and the condensed Management Report.

Reasonable assurance is a high degree of assurance, but no guarantee that an audit performed in accordance with Section 317 of the HGB and the EU-APrVO, taking into account the generally accepted German accounting principles promulgated by the Institute of Public Auditors in Germany (IDW), uncovers every material misrepresentation. Misrepresentations may result from violations or errors and are deemed as material if it can reasonably be expected that they individually or collectively influence the economic decisions of the addressees made on the basis of these annual financial statements and condensed Management Report.

During the audit, we exercise professional judgment and maintain an attitude of professional skepticism. We also

- identify and assess the risks of material misrepresentations, whether deliberate or unintended, in the annual financial statements and the condensed Management Report, plan and carry out audit procedures in response to these risks, and obtain audit evidence that is sufficient and appropriate to serve as the basis for our audit opinion. The risk that material misrepresentations are not uncovered is higher for violations than errors since violations may entail fraudulent collaboration, forgeries, deliberate omissions, misleading representations, or the bypassing of internal controls.
- gain an understanding of the relevant internal control system for the audit of the annual financial statements and the relevant precautions and measures taken for the audit of the condensed Management Report in order to plan audit procedures that are appropriate under the given circumstances, but not for the purpose of issuing an audit opinion on the effectiveness of these systems.
- assess the appropriateness of the accounting methods applied by the legal representatives as well as the validity of the estimates presented by the legal representatives and the related information.
- draw conclusions regarding the appropriateness of the going-concern accounting principle applied by the legal representatives as well as, on the basis of the audit evidence obtained, whether a material uncertainty exists in connection with events or circumstances that could cast meaningful doubt on the Company's ability to remain a going concern. If we

conclude that a material uncertainty exists, we are obligated to call attention to the related information in the annual financial statements and the condensed Management Report or, if this information is inappropriate, to modify our respective audit opinion. We draw our conclusions based on the audit evidence obtained by the date of our audit certificate. However, future events or circumstances may prevent the Company from continuing as a going concern.

- assess the overall presentation, the structure, and the contents of the annual financial statements, including disclosures and whether the annual financial statements present the underlying business transactions and events in such a way that the annual financial statements convey a picture of the Company's net assets, financial position and results of operations according to generally accepted German accounting principles.
- assess the consistency of the condensed Management Report with the annual financial statements, its legal compliance, and the picture it conveys of the Company's condition.
- carry out audit procedures on the forward-looking statements presented by the legal representatives in the condensed Management Report. Based on sufficient appropriate audit evidence, we reproduce in particular the significant assumptions underlying the forward-looking statements of the legal representatives and assess the proper derivation of the forward-looking statements from these assumptions. We do not issue an independent audit opinion on the forward-looking statements and the underlying assumptions. A substantial unavoidable risk exists that future events may deviate significantly from the forward-looking statements.

We discuss with those responsible for oversight the planned scope and scheduling of the audit as well as significant audit findings, including potential flaws in the internal control system that we identify during our audit, among other issues.

We issue a declaration to those responsible for oversight that we have complied with the relevant independence requirements and discuss with them all relationships and other issues that can reasonably be assumed to affect our independence, as well as the safeguards taken regarding them.

Of the issues that we have discussed with those responsible for oversight, we determine those issues that were most meaningful in the audit of the annual financial statements for the current reporting period and therefore constitute particularly important audit issues. We describe these issues in the audit certificate unless laws or other legal provisions preclude public disclosure of the issue.

OTHER MATTERS — FORMAL AUDIT OF THE REMUNERATION REPORT

Audit of the condensed Management Report described in this auditor's certificate includes the formal audit of the remuneration report required by Section 162 (3) AktG, including the issuance of a certificate regarding this audit. As we express an unqualified opinion on the condensed Management Report, this opinion includes the conclusion that the disclosures pursuant to Section 162 (1) and (2) AktG have been made in all material respects in the remuneration report.

OTHER LEGAL AND STATUTORY REQUIREMENTS

CERTIFICATE REGARDING THE AUDIT OF THE ELECTRONIC ANNUAL FINANCIAL STATEMENTS AND THE GROUP MANAGEMENT REPORT CREATED FOR DISCLOSURE PURPOSES IN ACCORDANCE WITH SECTION 317 (3A) OF THE GERMAN COMMERCIAL CODE (HGB)

Audit Opinion

In accordance with Section 317 (3a) HGB, we have carried out an audit with sufficient assurance regarding whether the annual financial statements and the condensed Management Report in the attached file SMT_JAP2021_ESEF.zip (SHA256 hash value: 00e25821531e7acd73326303a38bc2ffab18fbcf4a8a79e495e78a1479a25a49), which were prepared for disclosure purposes, fulfill the requirements of Section 328 (1) HGB for the electronic reporting format ("ESEF format") in all material respects. In accordance with German legal requirements, this audit extends only to the transfer of the information contained in the annual financial statements and the condensed Management Report to the ESEF format. It therefore does not extend to the information contained in this representation or to other information contained in the aforementioned file.

In our opinion, the representation of the annual financial statements and the condensed Management Report contained in the aforementioned attached file and prepared for disclosure purposes complies in all material respects with the requirements of Section 328 (1) HGB for the electronic reporting format. We express no opinion on the information contained in this representation, nor on any other information contained in the aforementioned file, beyond this audit opinion and those regarding the attached annual financial statements and the condensed Management Report for the financial year from 1. Januar 2021 to 31. Dezember 2021, which are contained in the "Certificate Regarding the Audit of the Annual Financial Statements and the CONDENSED Management Report" above.

Basis for the Audit Opinion

We conducted our audit of the representations of the annual financial statements and the condensed Management Report which are contained in the aforementioned attached file

in accordance with Section 317 (3a) HGB, under consideration of the draft of the IDW Auditing Standards. This concerns the audit of electronic representations of financial statements and management reports which are prepared for disclosure purposes in accordance with Section 317 (3a) HGB (IDW PS 410 (10.2021)) and the International Standard on Assurance Engagements 3000 (revised). Our responsibility according to these regulations is further described in the section "Responsibility of the Auditor for the Audit of the ESEF Documents." Our auditing firm applied the IDW's quality assurance system requirements in accordance with its quality assurance standards. These concern the requirements for quality assurance at auditing firms (IDW QS 1).

Responsibility of the Legal Representatives and the Supervisory Board for the ESEF Documents

The legal representatives of the Company are responsible for creating the ESEF documents, including the electronic reproduction of the annual financial statements and the condensed Management Report in accordance with Section 328 (1)(4)(1) HGB.

In addition, the legal representatives are responsible for the internal controls they consider necessary to enable the preparation of ESEF documents that are free from material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB for the electronic reporting format.

The Supervisory Board is responsible for overseeing the process of preparation of the ESEF documents as part of the financial reporting process.

Responsibility of the Auditor for the Audit of the ESEF Documents

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB. During the audit, we exercise professional judgment and maintain an attitude of professional skepticism. We also

- identify and assess the risks of material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB, plan and carry out audit procedures in response to these risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinion.
- obtain an understanding of internal control relevant to auditing the ESEF documents in order to plan audit procedures that are appropriate in the circumstances, but not for the purpose of issuing an audit opinion on the effectiveness of these controls.

- evaluate the technical validity of the ESEF documents; that is, whether the electronic file containing the ESEF documents meets the requirements of Delegated Regulation (EU) 2019/815 on the technical specification for this electronic file.
- evaluate whether the ESEF documents enable an XHTML reproduction with content equivalent to the audited annual financial statements and the audited condensed Management Report.

OTHER INFORMATION IN ACCORDANCE WITH ARTICLE 10 EU-APRVO

We were chosen as auditors at the Shareholders' Meeting on June 16, 2021. We were commissioned by the Supervisory Board on November 9, 2021. We have continuously served as auditors for SUSS MicroTec SE since the 2012 fiscal year.

We declare that the audit opinion contained in this audit certificate is consistent with the supplemental report to the Supervisory Board according to Article 11 of the EU-APrVO (audit report).

OTHER ISSUES — USE OF THE AUDIT CERTIFICATE

Our audit certificate should always be read in conjunction with the audited annual financial statements and the audited condensed Management Report as well as the audited ESEF documents. The annual financial statements and the condensed Management Report converted to the ESEF format — including the versions to be published in the Federal Gazette — are merely electronic reproductions of the audited annual financial statements and the audited condensed Management Report and do not replace these documents. In particular, the ESEF certificate and our audit opinion contained therein can only be used in conjunction with the audited ESEF documentation provided in electronic form.

RESPONSIBLE AUDITOR

Dimitrios Skiadas is responsible for the audit.

Munich, March 28, 2022

BDO AG

Wirtschaftsprüfungsgesellschaft

Dirks Skiadas

Auditor Auditor

Additional Disclosures and Notes

Equity Capital and Voting Rights

At the time the virtual 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 meeting is being convened.

Notes on the Conduct of the Virtual Shareholders' Meeting

With the approval of the Supervisory Board, the Management Board has decided to hold the ordinary Shareholders' Meeting on May 31, 2022, as a virtual Shareholders' Meeting without the physical presence of the shareholders or their proxies in accordance with Art. 2 Section 1 (2), 8 (2) of the COVID-19 Act.

Therefore, the shareholders and their proxies (with the exception of the voting rights representatives appointed by the Company) are not able to physically participate in the Shareholders' Meeting. However, they have the option of attending by means of an electronic connection ("participation"). The entire Shareholders' Meeting will be broadcast live online in audio and video for the duly registered shareholders of SUSS MicroTec SE or their proxies on May 31, 2022, beginning at 11:00 a.m. (CEST) on the password-protected **internet service for the Shareholders' Meeting** on the Company's website at

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

The exercise of voting rights by the shareholders or their proxies occurs exclusively by means of an electronic vote in absentia or proxy authorization to the voting rights representatives appointed by the Company.

Through the password-protected **internet service for the Shareholders' Meeting**, the shareholders (and if applicable, their proxies) can, among other items, register for the Shareholders' Meeting, exercise their voting rights by electronic mail, grant authorizations to third parties as well as authorizations and instructions to voting rights representatives appointed by the Company, submit questions, or raise objections for the record beginning on May 2, 2022, in accordance with the following provisions. Access authorization is required for the password-protected **internet service for the Shareholders' Meeting**. Details regarding this can be found below

in the section “Prerequisites for Participation in the Virtual Shareholders’ Meeting and the Exercise of Voting Rights.”

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

In accordance with Section 23 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 participate in the virtual Shareholders’ Meeting and exercise their voting rights. The registration must reach the following address at least six days prior to the Shareholders’ Meeting, at the latest by 24:00 midnight on May 24, 2022 (CEST):

SUSS MicroTec SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich, Germany

or email: suss@better-orange.de

or electronically using the password-protected **internet service for the Shareholders’ Meeting** at the internet address <http://www.suss.com/en/investor-relations/shareholder-meeting>

In order to simplify registration, the shareholders will be sent a registration form together with the invitation to the virtual Shareholders’ Meeting.

Access authorization is required for the password-protected **internet service for the Shareholders’ Meeting**. Shareholders whose names are entered into the Company’s register of shareholders at the latest on May 2, 2022, at 0:00 midnight (CEST) will be sent the individual access data (shareholder number and access password) together with the invitation to the virtual Shareholders’ Meeting. For entries made after this date, however, other options to register for the virtual Shareholders’ Meeting have been made available. The individual access data for the password-protected internet service for the Shareholders’ Meeting is sent to these shareholders after receipt of registration by the Company.

Unfortunately, registrations that are received at the aforementioned address – for whatever reason – after May 24, 2022, at 24:00 midnight (CEST) can no longer be considered for legal reasons. Therefore, we recommend, if possible, registration by using the password-protected internet service for the Shareholders’ Meeting at the internet address <http://www.suss.com/en/investor-relations/shareholder-meeting>

A shareholder in relation to the Company is only someone who is entered as such in the register of shareholders. Accordingly, for the purpose of determining the right to participate in the virtual Shareholders' Meeting and the number of voting rights to which a shareholder is entitled in the virtual Shareholders' Meeting, the current state of the entries in the share registry on the day of the virtual Shareholders' Meeting is decisive. However, for technical processing reasons, deletions and entries in the share registry are not performed ("stop of re-registration") on the day of the virtual Shareholders' Meeting and during the last six days before the date of the virtual Shareholders' Meeting, i.e., from May 25, 2022, at 0:00 midnight (CEST) up to and including May 31, 2022, at 24:00 midnight (CEST). Therefore, the current state of the share registry on the date of the virtual Shareholders' Meeting corresponds to the state on the registration deadline of May 24, 2022, at 24:00 midnight (CEST). Trading in shares is not restricted by the stop of re-registration. 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.

Procedure for Casting Votes by Proxy

Shareholders can also have their voting rights exercised through a proxy, e.g., an intermediary, a shareholders' association, or another person of their choice. Also in case of an authorization, timely registration by the shareholder or the proxy must be ensured in accordance with the provisions specified above in the section "Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights."

The granting, revocation, and proof of proxy 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.

The authorization may be declared to the proxy or the Company. A form that can be used for granting proxy authorization is sent to the shareholders together with the invitation to the virtual Shareholders' Meeting. The corresponding forms are additionally available for download at <http://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 proof of proxy authorization to the Company can be sent to the Company by postal service or email **at the latest by May 30, 2022, at 24:00 midnight (CEST)** (time of receipt) under the following mailing address or email address:

SÜSS MicroTec SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

or email: suss@better-orange.de

In addition, as of May 2, 2022, at 0:00 midnight (CEST), proof of authorization may also be submitted, amended, or revoked vis-à-vis the Company through the password-protected internet service for the Shareholders' Meeting on the website at

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

in accordance with the procedures provided for this purpose before and during the virtual Shareholders' Meeting.

On the day of the virtual Shareholders' Meeting on May 31, 2022, proxies can only be issued, amended, or revoked through the password-protected internet service, which can be accessed through the password-protected internet service for the Shareholders' Meeting at <http://www.suss.com/en/investor-relations/shareholder-meeting>

Regarding the individual access data (shareholder number and access password) required for using the password-protected internet service for the Shareholders' Meeting, see the section above "Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights."

Each of the aforementioned communication channels is also available at the aforementioned specified times if authorization should be granted through declaration to the Company; a separate proof of authorization is not required in this case. The revocation of a previously issued authorization can also be declared directly to the Company through the aforementioned communication channels up to the aforementioned dates.

Intermediaries, shareholder associations, and voting rights representatives as well as equivalent persons in accordance with Section 135 (8) AktG may provide deviating provisions for their own authorization. Section 135 AktG provides, among other items, that the authorization is granted to a specific proxy and is maintained by them in a verifiable form. 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.

Authorized third parties may also not physically participate in the Shareholders' Meeting. However, they can exercise voting rights for the shareholders they represent in absentia or through (sub-)authorization of the voting rights representatives appointed by the Company.

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. Also in this case, timely registration is required in accordance with the above section "Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights."

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 virtual Shareholders' Meeting. It is also available for download from the Company's website at <http://www.suss.com/en/investor-relations/shareholder-meeting>

Proxy authorizations and instructions to the voting rights representatives appointed by the Company can be sent by postal service or email **at the latest by May 30, 2022, at 24:00 midnight (CEST)** (time of receipt) to the following mailing address or email address:

SÜSS MicroTec SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

or email: suss@better-orange.de

In addition, authorization and instructions to the voting rights representatives appointed by the Company can be issued electronically by using the password-protected **internet service for the Shareholders' Meeting** on the Company's website at <http://www.suss.com/en/investor-relations/shareholder-meeting>

This option to grant authorization and issue instructions to the voting rights representatives appointed by the Company is available until shortly before the start of voting at the virtual

Shareholders' Meeting on May 31, 2022. Proxies and instructions can also be issued, amended, or revoked in this way before and during the Shareholders' Meeting until shortly before voting begins. Regarding the individual access data (shareholder number and access password) required for using the password-protected internet service for the Shareholders' Meeting, see the section above "Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights."

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 virtual Shareholders' Meeting, a general instruction regarding this agenda item also applies as a corresponding instruction for each specific item of the individual vote.

Electronic Voting in Absentia

Shareholders may also cast their votes in absentia by means of electronic communication. For this, too, timely registration for the virtual Shareholders' Meeting is required in accordance with the provisions specified above in the section "Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights."

Voting in absentia can be done electronically by using the password-protected **internet service for the Shareholders' Meeting** on the Company's website at <http://www.suss.com/en/investor-relations/shareholder-meeting>

This option for electronic voting in absentia is available until the start of voting at the virtual Shareholders' Meeting on May 31, 2022. Regarding the individual access data (shareholder number and access password) required for using the password-protected internet service for the Shareholders' Meeting, see the section above "Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights."

The aforementioned disclosures on options for transmission and deadlines apply accordingly to a revocation or change in voting in absentia.

The casting of electronic votes in absentia is restricted to voting on the proposed resolutions of the Management Board and/or the Supervisory Board published in the notice convening the virtual Shareholders' Meeting and on proposed resolutions from shareholders published with any addition to the agenda pursuant to Section 122 (2) of the German Stock Corporation Law (AktG) as well as any counter-motions and election proposals from shareholders made available prior to the Shareholders' Meeting pursuant to Sections 126, 127 AktG.

If an individual vote should be held on an agenda item without its having been announced prior to the virtual Shareholders' Meeting, a vote cast in absentia for the general agenda item applies as a vote in absentia for each specific item of the individual vote.

Authorized intermediaries, shareholder associations, voting rights representatives, or other equivalent persons in accordance with Section 135 (8) can also take advantage of voting in absentia.

Online Video and Audio Transmission of the Shareholders' Meeting

Registered shareholders of SUSS MicroTec SE as well as their proxies can follow the entire Shareholders' Meeting on May 31, 2022, beginning at 11:00 AM (CEST) live online in video and audio by using the password-protected **internet service for the Shareholders' Meeting** on the Company's website at

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

Timely registration for the virtual Shareholders' Meeting is required to activate the online transmission by the password-protected internet service for the Shareholders' Meeting in accordance with the provisions specified above in the section "Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights." Regarding the individual access data (shareholder number and access password) required for using the password-protected internet service for the Shareholders' Meeting, see the section above "Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights."

The transmission of the Shareholders' Meeting does not enable any participation within the meaning of Section 118 (1)(2) AktG.

Objections to a Resolution of the Shareholders' Meeting

Shareholders or their proxies who have exercised their voting rights by means of electronic voting in absentia or by granting authorization to voting rights representatives appointed by the Company have the option to raise objections to a resolution of the Shareholders' Meeting to

the notary in charge of minutes in accordance with Art. 2 Section 1 (2)(4), (8)(2) COVID-19 Act in conjunction with Section 245 (1) AktG during the duration of the virtual Shareholders' Meeting on May 31, 2022, until its closure by the chair of the meeting through the password-protected **internet service for the Shareholders' Meeting**. Regarding the individual access data (shareholder number and access password) required for using the password-protected internet service for the Shareholders' Meeting, see the section above "Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights."

Information on the Rights of Shareholders

Motions for Additions to the Agenda in Accordance With Art. 56 (2) and (3) SE-VO, Section 50 (2) SEAG in Conjunction With Section 122 (2) AktG in Conjunction With Art. 2 Section 1 (3)(4), (8)(2) of the COVID-19 Act

In accordance with Section 122 (2) of the German Stock Corporation Law (AktG), shareholders whose shares total 5% of the equity capital or a pro rata amount of EUR 500,000.00 may request that items be placed on the agenda and announced. 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 is to be addressed to the Management Board of SUSS MicroTec SE in writing or in the electronic form of Section 126a BGB (e.g., with a qualified electronic signature) and must reach the Company 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 April 30, 2022, at 24:00 midnight (CEST). We ask that such requests be sent to

SUSS MicroTec SE
Management Board
Schleissheimer Straße 90
85748 Garching

or emailed (with qualified electronic signature) to: ir@suss.com

Counter-Motions and Nominations by Shareholders in Accordance With Sections 126 (1), 127 AktG in Conjunction With Art. 2 Section 1 (2)(3), (8)(2) of the COVID-19 Act

In accordance with Section 126 (1) of the German Stock Corporation Law (AktG), every shareholder 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 virtual Shareholders' Meeting, thus at the latest on May 16, 2022, at 24:00 midnight (CEST).

In addition, in accordance with the more detailed specifications of Section 127 of the German Stock Corporation Law (AktG), every shareholder can make a nomination for the election of the auditor and/or for the election of Supervisory Board members. 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 virtual Shareholders' Meeting, thus at the latest on May 16, 2022, at 24:00 midnight (CEST).

Shareholder motions and nominations should be sent exclusively to the following address:

SUSS MicroTec SE
Investor Relations
Schleissheimer Straße 90
85748 Garching, Germany
Fax: +49 89 4444 33420

or emailed to: 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 <http://www.suss.com/en/investor-relations/shareholder-meeting>

No counter-motions and nominations can be made during the virtual Shareholders' Meeting.

Counter-motions and nominations that are required to be made available in accordance with Section 126 or Section 127 of the German Stock Corporation Law (AktG) prior to the virtual Shareholders' Meeting, are considered put forward in the Shareholders' Meeting provided that the shareholder offering the motion or nomination has registered for the virtual Shareholders' Meeting in time and is entered into the share registry on the date of the Shareholders' Meeting in accordance with the provisions specified above in the section "Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights."

Shareholders' Right to Ask Questions in Accordance With Art. 2 Section 1 (2)(1)(3), (2) and (8)(2) of the COVID-19 Act

Registered shareholders have the right to submit questions via electronic communication in advance of the virtual Shareholders' Meeting on May 31, 2022. The Management Board shall use its due discretion in deciding how to answer questions.

Questions are to be submitted by May 29, 2022, at 24:00 midnight (CEST) (time of receipt), with an indication of the shareholder's name or the shareholder number as well as by using the password-protected **internet service for the Shareholders' Meeting** on the Company's website at <http://www.suss.com/en/investor-relations/shareholder-meeting>

No questions may be posed during the virtual Shareholders' Meeting.

Submission of Written Comments and Video Messages From Shareholders

Shareholders or their proxies may not speak on the agenda during the virtual Shareholders' Meeting. For this reason, the Management Board decided, with the approval of the Supervisory Board, to give shareholders and their proxies – over and above the requirements of the COVID-19 Act – the opportunity to comment on the agenda by means of written statements and video messages in order to further enhance the attractiveness of the Shareholders' Meeting and to facilitate an even better dialog between management and the shareholders and among the shareholders.

Accordingly, duly registered shareholders and their proxies can use the password-protected internet service on the Company's website at

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

until May 29, 2022, at 24:00 midnight (CEST) using the specifically designated procedures to submit written comments and video messages relating to the agenda in German for publication

by the Company in the password-protected internet service. A written statement may be submitted as a file in PDF format and its total length must not exceed 10,000 characters. Furthermore, only statements in which the shareholder or proxy expresses his or her own views are allowed. A video message must not exceed four minutes in length. Furthermore, only video messages in which the shareholders or proxies themselves appear are allowed. Video messages can only formally be published if they do not exceed a file size of one gigabyte (1 GB) and have been submitted electronically in the MPEG-4 or MOV file format using the password-protected internet service and the specially designated procedures.

By making the submission, the shareholder or proxy agrees that the written statement or video message may be published in the password-protected internet service or in the Shareholders' Meeting livestream along with the shareholder's or proxy's name. Please note that there is no right to the publication of a written statement or video message. The Company reserves the right not to publish written statements and video messages with insulting, discriminatory, criminally relevant or obviously false or misleading content, or written statements or video messages that do not reference the agenda or are presented in a language other than German. The same applies to video messages of more than four minutes or written statements or video messages that do not meet the technical requirements. Only one written statement or video message will be published per shareholder.

Statements and video messages received in a timely manner will be made available on the password-protected internet service immediately after they have been reviewed, together with the name of the shareholder, provided the shareholder gives his or her consent.

The chair of the meeting shall decide at his or her own discretion whether to publish the video messages by including them in the Shareholders' Meeting livestream. In so doing, he or she shall take into account the possible interest of all co-shareholders in the content of the comment and the time required to answer questions posed at the Shareholders' Meeting.

The written statements or video messages are intended to give shareholders and their proxies an opportunity to comment. By contrast, the procedure described above applies to questions as well as counter-motions and nominations. Please note that questions, counter-motions or nominations will be disregarded if they are contained in a written statement or video message but not submitted as described above.

Inquiries and Requests for Documents

In order to ease the preparations for the virtual Shareholders' Meeting and to ensure the quickest possible reaction by the Company to inquiries concerning the virtual Shareholders' Meeting, we ask that inquiries and requests for documents be addressed exclusively to

SUSS MicroTec SE
Investor Relations
Schleissheimer Straße 90
85748 Garching, Germany
Fax: +49 89 4444 33420

or emailed to: ir@suss.com

Additional Explanations and Information on the Company's Website

The information to be published in accordance with Section 124a AktG as well as additional explanations regarding the rights of shareholders in accordance with Art. 56 (2) and (3) SE-VO, Section 50 (2) SEAG in conjunction with Section 122 (2) AktG, in conjunction with Art. 2 Section 1 (3)(4), (8)(2) COVID-19 Act as well as Sections 126 (1), 127, 131 (1) AktG in conjunction with Art. 2 Section 1 (2)(1)(3) in conjunction with (8)(2) COVID-19 Act are available on the Company's website at

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

The voting results will also be published there after the end of the virtual Shareholders' Meeting.

The Company also plans to publish the Management Board presentations to be given at the Shareholders' Meeting on its website at

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

in advance of the Shareholders' Meeting, presumably starting on May 24, 2022.

Notes on Data Protection for Shareholders and Shareholder Representatives

As a "responsible party" within the meaning of Art. 4 (7) of the German General Data Protection Regulation (DS-GVO), SUSS MicroTec SE, in order to prepare for and conduct its virtual 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, 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

virtual 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 SUSS MicroTec SE does not receive this data from the shareholders and/or possible shareholder representatives, their custodian bank transmits this personal data to SUSS MicroTec SE.

The processing of the personal data of shareholders and possible shareholder representatives is absolutely necessary for conducting the Shareholders' Meeting. The legal basis for the processing is Art. 6 (1) (1) lit. (c) of GDPR in conjunction with Sections 67, 123, 129, 135 AktG and Art. 52 et seq. SE-VO.

SUSS MicroTec SE enlists various service providers and consultants in order to organize the virtual 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 SUSS MicroTec SE. In addition, personal data is provided to shareholders and possible shareholder representatives in accordance with legal provisions.

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 virtual 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 SUSS MicroTec SE:

SUSS MicroTec SE
Investor Relations
Schleissheimer Straße 90
85748 Garching, Germany
Fax: +49 89 4444 33420

or email: 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 SUSS 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

Additional Disclosures on Agenda Item 7

Disclosures regarding the Supervisory Board candidates proposed under agenda item 7

Dr. David Dean – Chair of the Supervisory Board (Member since 2020)

Current Position

Independent management consultant

Personal Information

Year of birth: 1958

Place of birth: Finedon, United Kingdom

Residence: Feldafing, Germany

Nationality: British and German

Education

1976–1983 **Oriel College/University of Oxford**, United Kingdom, Physics (Bachelor/Master)

1982 **Oriel & Wolfson Colleges/University of Oxford**, United Kingdom, Doctorate in Theoretical Nuclear Physics (DPhil)

1983 **State University of New York**, Stony Brook, NY, USA, Visiting Researcher

1982–1985 **Institute for Theoretical Physics, University of Giessen**, Germany, Postdoc Research Assistant

Professional Career

1985–2013 **The Boston Consulting Group**, Munich, Germany, various management positions, including Head of Technology & Telecoms Practice (2000–2006) and Senior Partner (2002–2013)

Since 2014 **Independent management consultant**

2015–2016 **Samsung Electronics Europe**, London, United Kingdom, consultant

Further appointments:

- Axiata Group Berhad, Kuala Lumpur, Malaysia (stocklisted), Member of the Board of Directors, simultaneously Member of the Audit and Chair of the Risk & Compliance Committee
- PT XL Axiata Tbk, Jakarta, Indonesia (stocklisted), Member of the Board of Commissioners
- Ncell Pvt Ltd, Kathmandu, Nepal, Member and Chair of the Board of Directors

Chair of the Supervisory Board*

Dr. David Dean has successfully worked with global technology companies at the management level on their strategic and corporate development for more than 30 years. After earning his doctorate in physics and theoretical nuclear physics, he began a career in science before joining the Boston Consulting Group in 1985. Between 1994 and 2013, Dr. Dean worked as a Partner (from 2002 as a Senior Partner) in the Technology & Telecoms practice of the Boston Consulting Group and held global responsibility for this business between 2000 and 2006.

** Chair of the Supervisory Board since May 20, 2020, elected until 2022.*

Jan Smits – Member of the Supervisory Board (Member since 2020)

Current Position

Independent management consultant

Personal Information

Year of birth: 1954

Place of birth: Schaesberg, Netherlands

Residence: Heeze, Netherlands

Nationality: Dutch

Education

1972–1979 **Technical University of Eindhoven**, Netherlands, Mechanical Engineering

2003 **Wharton, University of Pennsylvania** USA, Advanced Management Program

Professional Career

1980–1983 **Technical University of Eindhoven**, Netherlands, Contract Researcher

1982–1983 **Konings N.V.**, Netherlands, Technical Manager

1983-1997 **Philips Electronics**, Netherlands, several positions, most recently
Program Director Equipment and Infrastructure MOS4 of Philips Semiconductor Inc..

1997–2019: ASML Holding N.V., Netherlands, various management positions including
Senior Vice President EUV Sources
Executive Vice President Business Line DUV
Executive Vice President Strategic Sourcing & Procurement (2016–2019)
Director of ASML Netherlands (2014–2019)
Member of the Executive Committee (2010–2019)

Further appointments: none

Supervisory Board Member*

Jan Smits has extensive experience in corporate management in the semiconductor industry. He began his professional career after earning a master's degree in mechanical engineering from Eindhoven University of Technology in the Netherlands. From 1983 to 1997, Jan Smits worked for Philips Electronics where he was responsible for the planning and construction of various development and production sites, most recently as Program Director Equipment and Infrastructure MOS4 of Philips Semiconductor Inc. Mr. Smits then worked for the leading semiconductor equipment supplier ASML Holdings, Netherlands, for a total of approximately 22 years. He served as Executive Vice President of Strategic Sourcing & Procurement from 2016 until his retirement in 2019 and from 2014 additionally as Director of ASML Netherlands. Prior to that, Jan Smits was head of the "Deep UV" lithography division at ASML and was responsible for the EUV sources. He also served on the Executive Committee from 2010 to 2019. Jan Smits has been an independent consultant since 2019. Jan Smits serves as a part-time COO for Bambi Medical in Eindhoven.

* Member of the Supervisory Board since May 20, 2020, elected until 2022.

Prof. Mirja Steinkamp – Member of the Supervisory Board (Member since 2022)

Current Position

Self-employed (tax consulting, auditing and business consulting)

Personal Information

Year of birth: 1970

Place of birth: Minden, Germany

Residence: Hamburg, Germany

Nationality: German

Education

1990-1995 University of Hamburg, Business Administration, Master of Business Administration ("Diplom-Kauffrau")

1995-1997 University of Göttingen, Economic History (Dr. rer. pol.)

1997 **University of Göttingen**, Research Assistant at the Faculty of Economic History

Professional Career

1997–2002 **Ernst & Young GmbH**, Audit Services, Hamburg

2002 **Tax Consultant**, appointment as tax consultant

2002–2003 **Dr. Arno Steinkamp**, Meckelfeld, tax consulting and auditing

2003-2017 **Neumann Gruppe GmbH**, Hamburg, authorized signatory/head of group financial reporting

2004 **Certified financial auditor**, obtained professional certification

2017–today **NORDAKADEMIE**, professor of auditing and corporate accounting

Since 2017 **Certified financial auditor**, appointment as certified financial auditor

Since 2018 **Qualified Supervisory Board Member & Financial Expert**,
certification by Deutsche Börse AG

Since 2022 **Interfin Forum GmbH**, lecturer, courses: “Qualified Supervisory Board Member”
and “Audit Committee Financial Expert”

Further appointments:

- Basler AG, Ahrensburg, Member of the Supervisory Board (Chair of the Audit Committee)
- Alper & Schetter AG, Neuss, Member of the Supervisory Board (Deputy Chair)
- BarthHass GmbH & Co. KG, Nuremberg, Member of the Supervisory Board (Vice Chair)

Supervisory Board Member*

Prof. Mirja Steinkamp is a tax consultant, public auditor, and professor of auditing and corporate accounting at the NORDAKADEMIE University of Applied Sciences in Hamburg/Elmshorn, Germany. She worked for several years as head of auditing at the international auditing firm Ernst & Young GmbH and then spent 14 years as an authorized signatory and executive at a global trading company. During that time, she successfully introduced a management reporting system twice and was responsible for financial accounting at the German site, group accounting in accordance with IFRS, and reporting to lenders. Mirja Steinkamp has many years of experience as the chair of the audit committee and as deputy chair of the supervisory boards of listed and unlisted companies. As an auditor, tax consultant, and chair of the audit committee, she has special knowledge and experience in the application of accounting principles in accordance with the German Commercial Code (HGB), the German Income Tax Act (EStG) and IFRS, audits of internal control and risk management systems (including the compliance management system), and audits of sustainability reporting.

In 2019, Mirja Steinkamp was appointed to the examination board for public accountants for a five-year term. Since 2022, Mirja Steinkamp has been a lecturer at Interfin Forum GmbH, which offers the courses “Qualified Supervisory Board Member” and “Audit Committee Financial Expert”.

* Member of the Supervisory Board since March 10, 2022, initially appointed until May 31, 2022.

Dr. Myriam Jahn – Deputy Chair of the Supervisory Board (Member since 2017)

Current Position

Possehl Digital GmbH, Lübeck, CEO

Personal Information

Year of birth: 1968

Place of birth: Monschau (North Rhine-Westphalia), Germany

Residence: Düsseldorf, Germany

Nationality: German

Education

1988–1989 RWTH Aachen University, Aachen, Computer Science

1989–1993 Otto Beisheim School of Management (WHU), Koblenz, Business Administration
(“Diplom”)

2000–2003 University of Duisburg-Essen, Doctorate (Dr. rer. pol.) in
Business Administration

2009–2013 Darmstadt University of Applied Sciences, executive degree program, Master of
Science in Electrical Engineering

Professional Career

1994–1998 The Boston Consulting Group, Düsseldorf, management consultant

1999–2002 Deutsche Gesellschaft für Mittelstandsberatung (DGM), Düsseldorf, member
of branch management, strategy consulting division

2003–2015 ifm electronic gmbh, ifm identicom GmbH and ifm consulting GmbH, Essen,
Head of Marketing, Manager of Marketing & Business
Development and Sales Manager

2016–2018 TiSC AG, Siegen, Member of the Management Board, Chief Sales Officer/CSO

2019–2020 q.beyond AG (QSC AG to 09/2020), Cologne, Member of the Management Board

Further appointments: Advisory Board at AUMA Riester GmbH & Co. KG, Müllheim (since 2022)

Deputy Chair of the Supervisory Board*

Dr. Myriam Jahn began her professional career in 1994 as a management consultant with the Boston Consulting Group in Düsseldorf and moved to Deutsche Gesellschaft für Mittelstandsberatung (DGM) in 1999, where she focused on strategy consulting. After her dissertation and doctorate at

the University of Duisburg-Essen in 2003, she joined the ifm group of companies in Essen, where she held various responsible positions in sales and administration. From 2016 to 2018, Dr. Jahn served on the management board of TiSC AG, a subsidiary within the ifm Group, and was responsible for the Sales division. After two years of serving on the management board of q.beyond AG (formerly: QSC AG), a company specializing in digitalization for small and medium-sized enterprises, Dr. Jahn now heads the Possehl Group's digitalization unit as managing director. Dr. Jahn is responsible for digitalization and Industry 4.0 on the Supervisory Board of SUSS MicroTec. Dr. Jahn has been a member of the Advisory Board of AUMA Riester GmbH & Co. KG, Müllheim, Germany, since 2022.

* Member of the Supervisory Board since May 2017. Elected until 2022.

Garching, Germany, April 2022

SUSS MicroTec SE
The Management Board

non-binding English translation