

Explanatory Notes to the Remuneration Report 2021

Following a number of shareholder questions regarding this Remuneration Report, SUSS MicroTec SE is publishing the following additional information:

As part of the publication of its Annual Report for the financial year 2021, the Company has also published its Remuneration Report for the financial year 2021. This Remuneration Report is based in full on the Company's Remuneration System, which was approved by the Annual General Meeting on June 16, 2021 (Remuneration System 2021).

Under the Remuneration System 2021, the Supervisory Board had the right, among other things, to grant the members of the Executive Board a special payment in the event of extraordinary events or developments. According to this Remuneration System, the Supervisory Board could, for example, grant first-term Executive Board members an appropriate sign-on bonus – e.g., to compensate for forfeited remuneration from prior employment or service as an officer – in line with market conditions. Within this Remuneration System, the Supervisory Board also had the right to award a special bonus for example, in case of significant changes in the corporate structure, e.g., through the acquisition or sale of significant parts of the company. The amount of any such special bonuses was limited to 1.5 times the basic compensation.

Based on and in accordance with this provision in the Remuneration System 2021, the Supervisory Board has agreed to sign-on and retention bonuses for two members of the Executive Board. For specific information, please refer to the detailed information in the Remuneration Report 2021. In the view of the Supervisory Board, successfully recruiting these two members of the Management Board of SUSS MicroTec SE was in the strong interest of the Company. Granting these bonuses was therefore also in the interest of the Company, it was customary in the market, and the total amount was appropriate and reasonable. Accordingly, agreement to these special bonuses was included in the respective Executive Board service agreements.

With that, the Executive Board and Supervisory Board were obliged to reflect these special bonuses in the Remuneration Report 2021, taking into account new legal requirements in section 162 of the German Stock Corporation Act (AktG). As confirmed by our auditors, this remuneration report contains all the disclosures required by law under section 162 (1) and (2) of the German Stock Corporation Act (AktG). In addition to statutory requirements, the Company's auditors have audited the content of this report.

Since the Annual General Meeting has approved the Remuneration System 2021, the Supervisory Board has performed a critical review of its right to grant a special bonus. On March 29, 2022, it has resolved an amended Remuneration System for the members of the Executive Board (Remuneration System 2022), which eliminates the right to grant a special bonus. The only exception to this are possible sign-on payments as a fringe benefit.

Altogether, the Remuneration System 2022 for the members of the Executive Board not only takes into account the recommendations of the German Corporate Governance Code, but also, in the Company's view, expectations of our investors.