



**SÜSS 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 June 16, 2021, 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 Art. 2, 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 as of March 27, 2020; last amended by 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 Lease Law as of December 22, 2020,

German Federal Law Gazette (“**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, 2020, the condensed Management Report for SUSS MicroTec SE and the Group, including provisions in accordance with Section 289a (1) of the German Commercial Code (HGB) and Section 315a (1) HGB, and the report of the Supervisory Board for the 2020 fiscal year**

The specified documents are available on our website at <http://www.suss.com/hv2021>.

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 Supervisory Board propose that the statement of financial position profit of EUR 715,980.92 in the 2020 fiscal year be carried forward to new account.

- 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 2020 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 2020 fiscal year are granted discharge of liability for this period.

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

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

BDO AG Wirtschaftsprüfungsgesellschaft headquartered in Hamburg, with an office in Munich, Germany, is appointed as the auditor and Group auditor for the 2021 fiscal year.

## **6. Resolutions 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.

Since, with only four Members, the Supervisory Board was not fully appointed, the District Court of Munich – Register Court – appointed Dr. Bernd Schulte as a member of the Company's Supervisory Board at the request of the Supervisory Board with the resolution dated October 23, 2020, pursuant to Section 104 (2). 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 be held.

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

Dr. Bernd Schulte, resident of Aachen, Germany, former Member of the Management Board of AIXTRON SE, based in Herzogenrath, Germany,

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

Dr. Schulte is not a Member of other statutory Supervisory Boards or comparable domestic or foreign supervisory bodies of business enterprises.

In the view of the Supervisory Board, Dr. Schulte does not have 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 Supervisory Board has obtained assurance from the nominated candidate that he can devote the amount of time that is expected to be required.

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.

The CV of the proposed candidate is appended following the additional disclosures for the convening of the meeting. It is also available online at <http://www.suss.com/hv2021>.

## **7. 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 resolve on 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 at least every four years. This provision was recently added to the AktG by the German Act on Implementing the Second Shareholders' Rights Directive (ARUG II). The first resolution must be adopted by the end of the first ordinary Shareholders' Meeting held after December 31, 2020.

The Supervisory Board proposes that the remuneration system for the Management Board of SUSS MicroTec SE presented below and resolved by the Supervisory Board be approved.

On February 4, 2021, the Supervisory Board of SUSS MicroTec SE resolved the following remuneration system for the Management Board of SUSS MicroTec SE. The remuneration system implements the amended regulatory requirements on Management Board remuneration in accordance with the German Act on Implementing the Second Shareholders' Rights Directive (ARUG II).

### **I. Main Features of the Remuneration System**

Against the background of regulatory amendments, the Supervisory Board of SUSS MicroTec reviewed the remuneration system for the Management Board and extended it where necessary. In this context, strategy orientation will be further enhanced and sustainability aspects will be added.

#### **Strategy Orientation**

The Management Board remuneration system in its entirety makes a significant contribution to promoting and implementing the business 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 business 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 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 MicroTec 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 remuneration system. The new remuneration system of SUSS MicroTec follows the requirements of the German Stock Corporation Act as amended by ARUG II. In addition, the recommendations of the GCGC 2020 are taken into account.

## **II. 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 Supervisory Board has engaged the services of an independent external consultant to develop this remuneration system.

The remuneration system resolved by the Supervisory Board will be submitted to the Shareholders' Meeting for approval. If the Shareholders' Meeting does not approve the system presented, the Supervisory Board will present a revised remuneration system for approval at the latest at the following ordinary Shareholders' Meeting.

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, and 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 MicroTec) market situation is performed. Companies comparable to SUSS MicroTec 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. The remuneration levels of the Management Board, upper management, and employees within SUSS MicroTec 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 MicroTec 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 resubmitted 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.

### III. Components of the Remuneration System

#### A. Overview of the Remuneration Components

The remuneration system for Members of the Management Board of SUSS MicroTec 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	<ul style="list-style-type: none"> <li>▪ Fixed annual salary (paid in 12 monthly installments)</li> </ul>	
Fringe benefits	<ul style="list-style-type: none"> <li>▪ Primarily company cars and contributions to insurance</li> </ul>	
Remuneration based on performance		
Short-term variable remuneration (STI)	Plan type	<ul style="list-style-type: none"> <li>▪ Target bonus</li> </ul>
	Performance criteria	<ul style="list-style-type: none"> <li>▪ 40% sales</li> <li>▪ 40% net income for the fiscal year</li> <li>▪ 20% sustainability target</li> </ul>
	Payout limit (cap)	<ul style="list-style-type: none"> <li>▪ 200% of the target amount</li> </ul>
	Duration	<ul style="list-style-type: none"> <li>▪ 1 year</li> </ul>
Long-term variable remuneration (LTI)	Plan type	<ul style="list-style-type: none"> <li>▪ Virtual performance share plan</li> </ul>
	Performance criteria	<ul style="list-style-type: none"> <li>▪ 1/3 return on capital employed (ROCE)</li> <li>▪ 1/3 sales increase</li> </ul>

		▪ 1/3 relative total shareholder return (TSR)
	Payout limit (cap)	▪ 300% of the target amount
	Duration	▪ 3 years and a 1-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	<ul style="list-style-type: none"> <li>▪ Limit on the total remuneration granted to the Management Board as a whole for one fiscal year of € 5.8 million for up to three Management Board Members and € 7.5 million for four Management Board Members</li> <li>▪ Limit of 2.7 times the target total remuneration at the level of individual Management Board Members</li> </ul>	

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%. 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	~ 40–60%
Fringe benefits	~ 1–5%
Short-term variable remuneration (STI)	~ 15–30%
Long-term variable remuneration (LTI)	~ 20–35%

\* The Supervisory Board has narrowed the remuneration ranges for newly appointed Management Board Members. These are ~ 40–50% for basic remuneration, ~ 1–5% for fringe benefits, ~ 20–30% for STI, and ~ 25–35% for LTI. The narrower remuneration ranges will also apply to all new Management Board Members appointed in the future.

## B. 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 12 monthly installments at the end of each month.

### **Fringe Benefits**

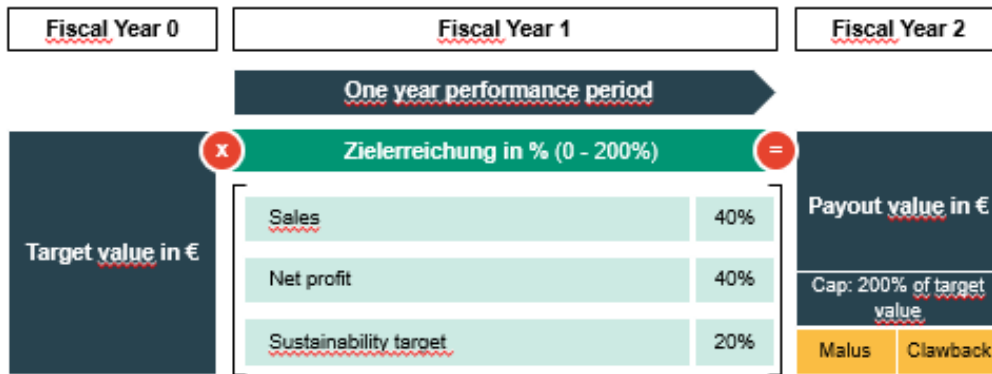
Every Management Board Member receives fringe benefits in the form of non-cash and other remuneration. These primarily include the provision of a company car that can also be used privately, as well as contributions and subsidies to insurance policies or the assumption of insurance premiums (including 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 non-cash benefits may vary according to the personal situation of the Management Board Members. Based on the maximum remuneration, a maximum amount for fringe benefits is set for each Management Board Member per fiscal year.

### **C. 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)**

The goal of short-term variable remuneration is to reward the operational implementation of the business strategy. Two financial targets, sales (40%) and net income for the fiscal year (40%), and a nonfinancial sustainability target (20%) 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 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 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 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.

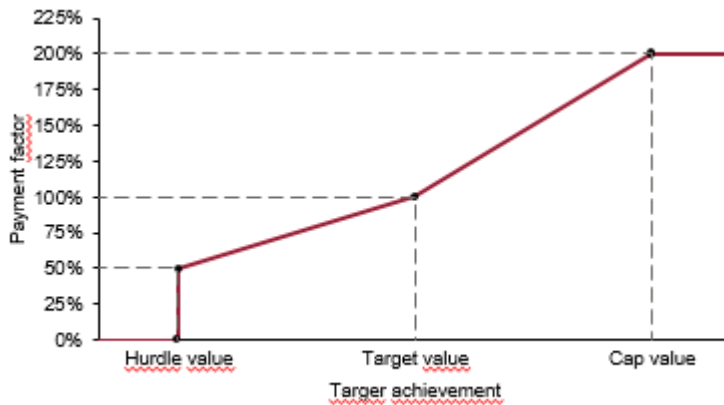
Before the start of a fiscal year, the Supervisory Board sets ambitious targets (including threshold and cap values) for each performance criterion. The target values of the two financial performance criteria are derived from the budget planning approved by the Supervisory Board for the respective fiscal 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%, meaning total failure to meet the financial targets is possible. If the target is achieved at the threshold level, the payout factor is 50%. If the actual value corresponds to the target value, the payout factor is 100%. If the target achievement is equal to or greater than the cap value, the payout factor of the financial performance criterion is 200%.

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

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 MicroTec. The inclusion of sustainability in the STI reflects the commitment of SUSS MicroTec 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:

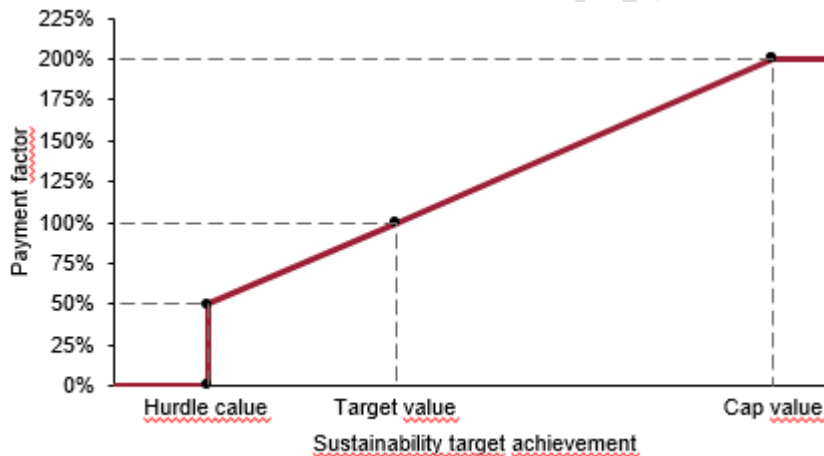
Categories for the Sustainability Target
Innovation/Research & Development
Market/Customers
Employees/Culture
Environment/Climate

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 MicroTec sustainability strategy. With regard to the targets determined by the Supervisory Board, a distinction must be made between quantitative and qualitative targets.

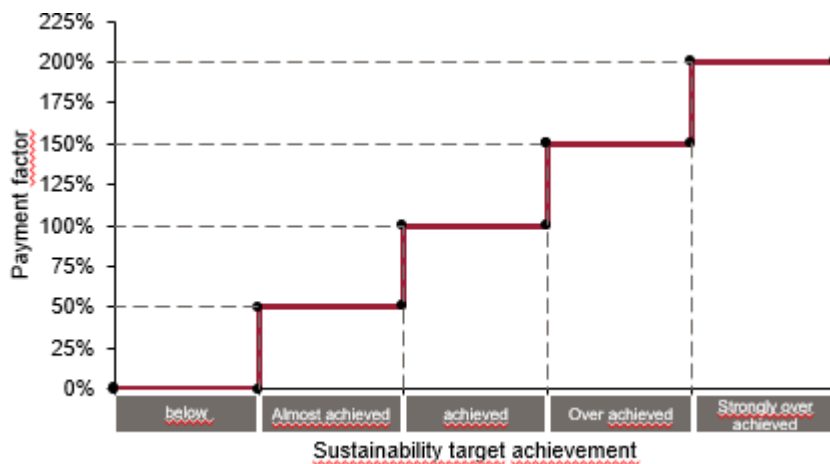
For each **quantitative sustainability target**, the Supervisory Board defines a threshold and a cap value in addition to the target value. Target achievement for quantitative sustainability targets is determined by comparing the actual value achieved for the respective sustainability target in the fiscal 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 0 %, meaning total failure to meet the sustainability 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 quantitative sustainability targets, the bonus curve is diagrammed as follows:



For each **qualitative sustainability 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 targets is therefore possible.

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



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. 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 MicroTec.

If the Management Board service 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)

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 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 MicroTec and take into account the LTI's focus on the long-term development of the Company.

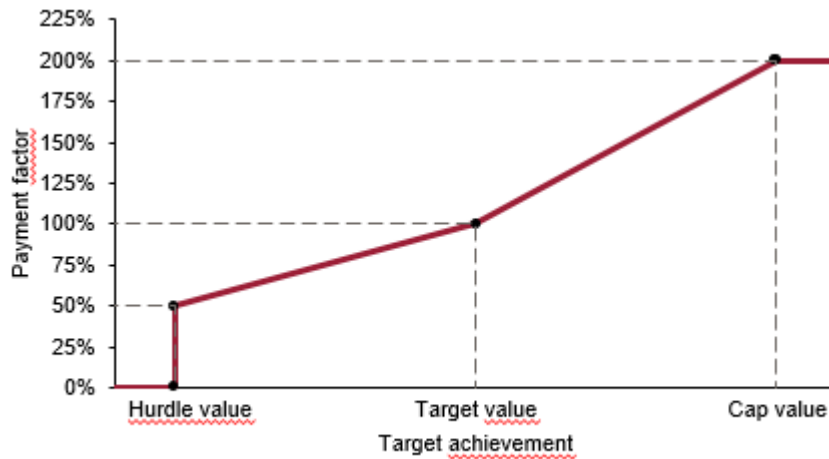
- ROCE:** ROCE for the performance period is calculated as the equally weighted average of the actual ROCE values for the individual fiscal years in the performance period. The actual ROCE value for each fiscal year is calculated as the quotient of earnings before interest and taxes (EBIT) as reported 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%, 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:



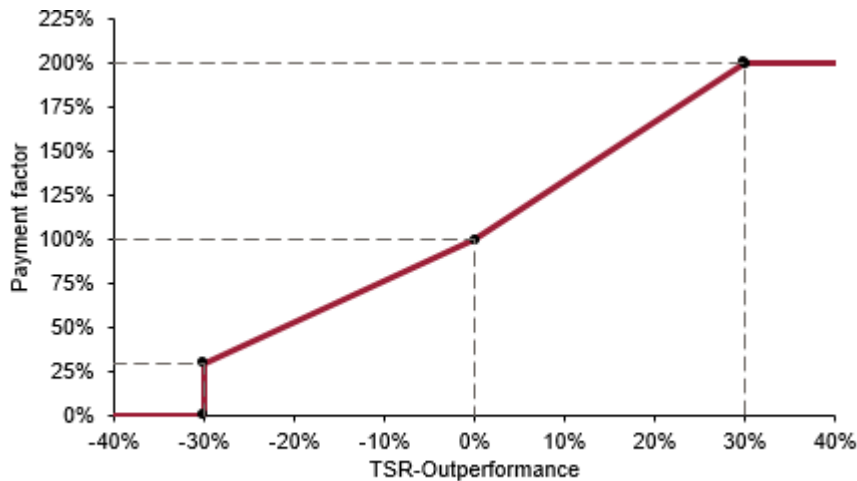
### Share Price-Based Performance Criterion – Relative TSR

The third performance criterion, relative total shareholder return (TSR), 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 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 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.

To determine the overall target achievement in the LTI, the calculated payout factors of ROCE, sales growth, and relative TSR are each multiplied by 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 MicroTec (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 that the total inflow does not occur until four years after allocation at the earliest. The payout amount is capped at 300% 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 MicroTec instead of a cash payment. A subsequent adjustment of the defined performance criteria or the target values or comparison parameters for the performance criteria within the meaning of recommendation G.8 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.

## **D. Miscellaneous**

### **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 Executive 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 not yet paid out or reclaim variable remuneration components already paid out. An assertion of the clawback right is excluded if the breach of obligation dates back more than 10 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. 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, e.g., to offset forfeited compensation benefits 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.

### **3. 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 MicroTec as a whole within one year may not exceed a value of up to € 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 € 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.

#### **IV. Remuneration-Related Legal Transactions**

##### **A. Duration of the Management Board Service Contracts**

The duration of the Management Board service contracts is linked to the length of appointment. The Management Board service contracts are concluded for the duration of the respective appointment. When appointing Management Board Members and concluding service 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 service contract are generally three years. In the event of a reappointment, provision may be made for (automatic) continuation of the service contract for the duration of the further term of office.

In accordance with the requirements of German stock corporation law, the Management Board service contracts do not provide for the possibility of ordinary termination. This does not affect the right of either party to terminate the Management Board service 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 service contract shall also terminate automatically upon expiry 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 service 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 service 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 service contract (which would have occurred without the death of the Management Board Member).

#### **B. Benefits upon Termination of the Contract**

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 service contract shall be limited to two years' compensation (severance payment cap) and may not remunerate more than the remaining term of the service 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 (3) 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.

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.

#### **C. Change of Control**

There are no separate commitments in the event of premature termination of Management Board duties due to a change of control.

#### **D. Joining or Leaving During the Year**

In the event of a Management Board Member joining or leaving the Company 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.

### **E. 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 compensation of the Management Board Member in accordance with the recommendations of GCGC 2020.

### **V. Temporary Deviation from the Remuneration System in the Event of Extraordinary Circumstances**

In accordance with the statutory provisions of Section 87a (2) (2) of the German Stock Corporation Law (AktG), the Supervisory Board may temporarily deviate from the remuneration system 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).

The extraordinary circumstances underlying and necessitating a deviation shall be determined by resolution of the Supervisory Board in a transparent and substantiated manner. The components of the remuneration system that may be deviated from in these exceptional cases are the procedure, the remuneration structure and amount, all individual remuneration components, and the maximum remuneration. The specific components of the remuneration system that have been deviated from are explained in the relevant remuneration report.

### **8. Resolution on the Remuneration and on the Remuneration System for the Supervisory Board Members and the Corresponding Amendment to the Articles of Incorporation**

In accordance with the new version of Section 113 (3) of the German Stock Corporation Law (AktG) introduced by the German Act on Implementing the Second Shareholders' Rights

Directive (“ARUG II”), the Shareholders’ Meeting of listed companies must pass a resolution on the remuneration of the Supervisory Board Members at least every four years, whereby a resolution confirming the remuneration is permissible. An initial resolution on the remuneration of Supervisory Board Members pursuant to Section 113 (3) of the German Stock Corporation Law (AktG) shall be adopted by the end of the first ordinary Shareholders’ Meeting after December 31, 2020.

A resolution confirming the remuneration of the Supervisory Board was last adopted in the context of the change of the legal form of the Company to an SE in 2017. An adjustment of the remuneration system was last adopted in the context of the Shareholders’ Meeting in 2015.

The remuneration of the Supervisory Board of SUSS MicroTec SE (hereinafter referred to as “SMT” or “the Company”) is set out in Section 20 of the articles of incorporation. This is the current version:

**“Section 20 Remuneration of the Supervisory Board**

- (1) The Supervisory Board Members receive the following fixed remuneration per fiscal year:
  - a) Chairman of the Supervisory Board EUR 60,000.00
  - b) Deputy Chairman of the Supervisory Board EUR 50,000.00
  - c) Member of the Supervisory Board EUR 45,000.00

If a Member belongs to the Supervisory Board for only part of the fiscal year, the remuneration is determined *pro rata temporis*.

- (2) In addition, each Supervisory Board Member receives meeting attendance compensation of EUR 2,000.00 for participating in meetings such as face-to-face meetings, telephone or video conferences, or a corresponding connection.
- (3) The Supervisory Board Members are included in a directors and officers liability insurance policy taken out by the Company for the benefit of the Members of the Management Board and Supervisory Board at standard market conditions.
- (4) Each Supervisory Board Member shall be reimbursed for expenses incurred in the performance of his or her duties. In addition, the Supervisory Board Members shall receive a refund of any value added tax payable on the reimbursement of expenses or the Supervisory Board remuneration to the extent that they are entitled to invoice the Company separately for the value added tax and exercise this right.”

Against the backdrop of increased requirements for the Supervisory Board's control and advisory activities and the formation of Personnel and Audit Committees in May 2020, SMT has reviewed and further developed the remuneration system for the Supervisory Board. Furthermore, with the revision of the remuneration system, SMT wants to ensure that qualified Members can continue to be recruited for the Supervisory Board in the future.

The proposed adjustments to the remuneration system for the Supervisory Board are based on the suggestions and recommendations of the German Corporate Governance Code and lead overall to a greater differentiation of roles and tasks for the remuneration of the Supervisory Board at SMT. Essentially, the proposed remuneration system includes the following adjustments:

- **Greater Differentiation Between Roles on the Supervisory Board:**

The greater time commitment of the Chairman and Deputy Chairman of the Supervisory Board is currently taken into account by means of a small differentiation in fixed remuneration compared with the market. It is proposed that the difference in fixed remuneration between the roles on the Supervisory Board be aligned with customary market ratios. The proposed adjustment provides that the Chairman of the Supervisory Board receives 2.0 times (previously approx. 1.3 times) and the Deputy Chairman of the Supervisory Board 1.5 times (previously approx. 1.1 times) the fixed remuneration of a Supervisory Board Member.

- **Implementation of Committee Remuneration:**

In May 2020, SMT decided to introduce a Personnel Committee and an Audit Committee. Both committees have already started their regular activities in the 2020 fiscal year. There is no separate committee remuneration in the current remuneration system. In accordance with recommendation G.17 of the GCGC, the remuneration system now proposed takes into account the additional expense arising from committee activities. According to the proposed adjustment, each Member of the Audit Committee shall receive an annual fixed remuneration of EUR 15,000.00 and each Member of the Personnel Committee shall receive an annual fixed remuneration of EUR 10,000.00. The Chairpersons of the two committees shall each receive twice the aforementioned amounts. If a Supervisory Board Member belongs to more than one committee at the same time, only the committee membership with the highest remuneration shall be paid in addition to the fixed annual remuneration.

- **Reduction of the Meeting Attendance Compensation:**

To date, each Supervisory Board Member has received attendance compensation of EUR 2,000.00 for attending meetings of the Supervisory Board. In the course of adjusting the Supervisory Board remuneration, it is proposed that the meeting

attendance compensation be reduced to EUR 1,000.00, which is customary in the market. The proposed remuneration system provides for meeting attendance compensation for Supervisory Board and committee meetings. Multiple meetings held on the same day shall not be remunerated more than once.

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

1. The remuneration for Supervisory Board Members set out in Section 20 of the articles of incorporation shall be revised as follows:

**“Section 20 Remuneration of the Supervisory Board**

- (1) The Supervisory Board Members receive fixed annual remuneration of EUR 45,000.00. The Chairman of the Supervisory Board receives 2.0 times and the Deputy Chairman 1.5 times the remuneration granted in accordance with 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 Chairpersons of the committees each receive 2.0 times the aforementioned amounts. If a Supervisory Board Member belongs to more than one committee at the same time, only the committee membership with the highest remuneration is paid in addition to the fixed annual remuneration pursuant to sentence 1.
- (2) In addition, each Supervisory Board Member receives meeting attendance compensation of EUR 1,000.00 for participating in meetings of the Supervisory Board and meetings of a committee of which he or she is a member such as face-to-face meetings, telephone or video conferences, or a corresponding connection. Multiple meetings (regardless of whether they are meetings for the Supervisory Board or committees) held on the same day are not remunerated more than once.
- (3) The Supervisory Board Members are included in a directors and officers liability insurance policy taken out by the Company for the benefit of the Members of the Management Board and Supervisory Board at standard market conditions.
- (4) The remuneration pursuant to sections 1 and 2 shall be payable after the close of the Shareholders' Meeting that resolves on the discharge of liability for the Supervisory Board for the respective past fiscal year. Supervisory Board Members who have been Members of the Supervisory Board or a committee for only part of the fiscal year shall receive pro rata remuneration for each month or part thereof of their service. Each Supervisory Board Member shall be reimbursed for expenses incurred in the performance of his or her duties. In addition, the Supervisory Board Members shall



receive a refund of any value added tax payable on the reimbursement of expenses or the Supervisory Board remuneration to the extent that they are entitled to invoice the Company separately for the value added tax and exercise this right.”

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 July 1, 2021. Until the end of June 30 of the current 2021 fiscal year, the rules on Supervisory Board remuneration shall apply in accordance with the content of the previous rules from the articles of incorporation.

To enable a direct comparison of the current wording of Section 20 with the wording now proposed, both versions have been compared synoptically below:

No.	Current wording of the articles of incorporation	Proposed wording of the articles of incorporation
(1)	<p>The Supervisory Board Members receive the following fixed remuneration per fiscal year:</p> <ul style="list-style-type: none"> <li>a) Chairman of the Supervisory Board EUR 60,000.00</li> <li>b) Deputy Chairman of the Supervisory Board EUR 50,000.00</li> <li>c) Member of the Supervisory Board EUR 45,000.00</li> </ul> <p>If a Member belongs to the Supervisory Board for only part of the fiscal year, the remuneration is determined <i>pro rata temporis</i>.</p>	<p>The Supervisory Board Members receive fixed annual remuneration of EUR 45,000.00. The Chairman of the Supervisory Board receives 2.0 times and the Deputy Chairman 1.5 times the remuneration granted in accordance with 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 Chairpersons of the committees each receive 2.0 times the aforementioned amounts. If a Supervisory Board Member belongs to more than one committee at the same time, only the committee membership with the highest remuneration is paid in addition to the fixed annual remuneration pursuant to sentence 1.</p>
(2)	<p>In addition, each Supervisory Board Member receives meeting attendance compensation of EUR 2,000.00 for participating in meetings such as face-to-face meetings, telephone or video conferences, or a corresponding connection.</p>	<p>In addition, each Supervisory Board Member receives meeting attendance compensation of EUR 1,000.00 for participating in meetings of the Supervisory Board and meetings of a committee of which he or she is a member such as face-to-face meetings, telephone or video conferences, or a corresponding connection. Multiple meetings (regardless of whether they are meetings for the Supervisory Board or committees) held on the same day are not remunerated more than once.</p>
(3)	<p>The Supervisory Board Members are included in a directors and officers liability insurance policy taken out by the Company for the benefit of the Members of the Management Board and Supervisory Board at standard market conditions.</p>	<p><i>Unchanged</i></p>
(4)	<p>Each Supervisory Board Member shall be reimbursed for expenses incurred in the performance of his or her duties. In addition, the Supervisory Board Members shall receive a refund of any value added tax payable on the</p>	<p>The remuneration pursuant to sections 1 and 2 shall be payable after the close of the Shareholders' Meeting that resolves on the discharge of liability for the Supervisory Board for the respective past fiscal year. Supervisory Board</p>

	reimbursement of expenses or the Supervisory Board remuneration to the extent that they are entitled to invoice the Company separately for the value added tax and exercise this right.	Members who have been Members of the Supervisory Board or a committee for only part of the fiscal year shall receive pro rata remuneration for each month or part thereof of their service. Each Supervisory Board Member shall be reimbursed for expenses incurred in the performance of his or her duties. In addition, the Supervisory Board Members shall receive a refund of any value added tax payable on the reimbursement of expenses or the Supervisory Board remuneration to the extent that they are entitled to invoice the Company separately for the value added tax and exercise this right.
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## **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 June 16, 2021, 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 registered shareholders of SUSS MicroTec SE or their proxies on June 16, 2021, beginning at 10:00 am (CEST) by the password-protected **internet service for the Shareholders' Meeting** on the Company's website at

**<http://www.suss.com/hv2021>**.

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 25, 2021, 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 midnight on June 09, 2021 (CEST):

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

or email: [suss@better-orange.de](mailto:suss@better-orange.de)

or electronically by using the password-protected **internet service for the Shareholders' Meeting** at the internet address <http://www.suss.com/hv2021>

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 24, 2021, at midnight (CEST) will be sent the individual access data (shareholder number and access password) together with the invitation to the 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 June 9, 2021, at 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/hv2021>.

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") during the last six days before the date of the virtual Shareholders' Meeting, e.g., from June 9, 2021, at midnight (CEST) up to and including June 16, 2021, at midnight (CEST). Therefore, the current state of the share registry on the date of the virtual Shareholders' Meeting corresponds to the state at the registration deadline of June 9, 2021, at 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/hv2021>.

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 transmitted to the Company by post or email **at the latest by June 15, 2021, at midnight (CEST)** (time of receipt) at the following address or email address:

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

Email: [suss@better-orange.de](mailto:suss@better-orange.de)

In addition, the proof of authorization to the Company can also be provided up to (and including) the date of the virtual Shareholders' Meeting through the password-protected internet service for the Shareholders' Meeting at the internet address <http://www.suss.com/hv2021>. 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 in absentia or through (sub-)authorization of the

voting rights representatives appointed by the Company.

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/hv2021>.

The granting of proxy authorization and issuance of instructions to the voting rights representatives appointed by the Company can be done by postal mail or email **at the latest by June 15, 2021, at midnight (CEST)** (time of receipt) at the following 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](mailto: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/hv2021>. This option to grant authorization and issue instructions to the voting rights representatives appointed by the Company is available until the start of voting at the virtual Shareholders' Meeting on June 16, 2021. 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 the revocation of authorization granted to the voting rights representatives appointed by the Company or to a change in instructions.

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. Also for this, 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/hv2021>. This option for electronic voting in absentia is available until the start of voting at the virtual Shareholders' Meeting on June 16, 2021. 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 June 16, 2021, beginning at 10:00 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/hv2021>**.

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 June 16, 2021, 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."

**Disclosure on the Rights of Shareholders in Accordance with Sections 122 (2), 126 (1), 127, 131 (1) AktG in Conjunction with Art. 2 Section 1 of the COVID-19 Act**



**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 May 16, 2021, at midnight (CEST). We ask that such requests be sent to

SUSS MicroTec SE  
Management Board  
Schleissheimer Straße 90  
85748 Garching

Email (with qualified electronic signature): [ir@suss.com](mailto: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 June 01, 2021, at 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 June 01, 2021, at 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

Email address: [ir@suss.com](mailto:ir@suss.com)

Motions and nominations addressed otherwise will not be considered.

Subject to Section 126 (2) and (3) of the German Stock Corporation Law (AktG), counter-motions (along with any justification) and nominations by shareholders to be made available are published, including the name of the shareholder and any possible relevant opinion of the management, on the Company's website at <http://www.suss.com/hv2021>.

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 June 16, 2021. The Management Board shall use its due discretion in deciding how to answer questions.

Questions are to be submitted by June 14, 2021, at 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/hv2021>.

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

### **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

Email address: [ir@suss.com](mailto: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/hv2021>. The voting results will also be published there after the end of the virtual Shareholders' Meeting.

### **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  
Fax: +49 89 4444 33420 or to the following  
Email address: [ir@suss.com](mailto: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](mailto:email@iitr.de)

## **Additional Disclosures on Agenda Item 6**

Disclosures regarding the Supervisory Board candidate Dr. Bernd Schulte proposed under agenda item 6:

### **Current Position**

Former Member of the Management Board of AIXTRON SE in Herzogenrath, Germany

### **Personal Information**

Age: 58  
Residence: Aachen, Germany  
Birthplace: Hanau, Germany  
Nationality: German

### **Professional Career**

2002–2021: **Member of the Management Board of AIXTRON SE**

Since 2017: Member of the Management Board, President, responsible for research and development, manufacturing, procurement, investor relations and communications, IT, corporate governance, environment, social issues and management, and compliance and risk management.

2002–2017: Member of the Management Board (COO), responsible for sales, marketing, research and development, manufacturing, procurement, and service.

1997–2002 **AIXTRON AG**

Various functions:

Head of Product Management Asia-Pacific (1997–2001)

Head of Compound Semiconductor Equipment (2001–2002)

1993–1997 **AIXTRON Semiconductor Technologies GmbH**

Project/Product Manager Asia-Pacific

### **Education**

1993 **Doctorate (Dr. rer. nat.) at the Technical University of Darmstadt**

1990–1992 **Research associate for Hoechst AG, Frankfurt**

1983–1989: **Studied physics at the Technical University of Darmstadt, graduated with a degree in physics**

**Disclosures on Relevant Knowledge, Skills, and Experience**

Dr. Bernd Schulte was a Member of the Management Board of AIXTRON SE in Herzogenrath from 2002 until March 31, 2021. AIXTRON SE is a market-leading manufacturer of deposition equipment for semiconductor manufacturing. Since 2017, his responsibilities there have included research and development, manufacturing, procurement, investor relations and communications, IT, corporate governance, environment, social issues and management, and compliance and risk management. Dr. Schulte began his academic career in 1983 with studies in physics at the Technical University of Darmstadt, which he completed in 1989. In 1993, he received his doctorate (Dr. rer. nat.) from the Technical University of Darmstadt. Before joining AIXTRON, he worked as a research assistant for Hoechst AG in the early 1990s. His professional experience at AIXTRON includes project and product management for the Asia-Pacific region and a management position in the Compound Semiconductor Technologies division. From 2002 to 2017, Dr. Schulte served as COO on the company's Management Board.

Garching, Germany, May 2021

SUSS MicroTec SE

The Management Board