

GROUP DECLARATION ON GOVERNANCE

INCLUDING CORPORATE GOVERNANCE REPORT



The following (Group) Declaration on Corporate Governance in accordance with Sections 289f and 315d HGB is a key component of our corporate governance reporting and also includes the Corporate Governance Report from the Management Board and Supervisory Board within the meaning of Principle 23 of the German Corporate Governance Code in the version from April 28, 2022 (“GCGC 2022”).

The Remuneration Report is included as part of the Management Report in the Company's 2022 Annual Report and is published on the Company's Investor Relations website:

<https://www.suss.com/en/investor-relations/corporate-governance>

The Group Declaration on Corporate Governance in accordance with Sections 289f and 315d HGB is, pursuant to Section 315 (5) German Commercial Code (HGB), part of the condensed Management Report of SÜSS MicroTec SE and of the Group. In accordance with Section 317 (2) (6) HGB, the verification of information according to Sections 289f (2) and (5) as well as Section 315d HGB is to be restricted to whether these statements were made. The declaration on corporate governance contains all the content and references to SÜSS MicroTec website pages required by Section 289f HGB.

Declaration of Compliance with Section 161 (1) German Stock Corporation Law (AktG) by the Management Board and Supervisory Board of SÜSS MicroTec SE

The Management Board and Supervisory Board of SÜSS MicroTec SE declare in accordance with Section 161 (1) AktG that the recommendations made by the Government Commission on the German Corporate Governance Code and published by the German Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette on March 20, 2020, have been complied with since the issuance of the last declaration of compliance in December 2021, with the following exceptions:

- **G.1 (1) of the 2020 Code:**

According to the recommendation under G.1 (1) of the 2020 Code, the remuneration system should dictate how the target total remuneration is determined for each Management Board member, and the amount that the total remuneration must not exceed (maximum remuneration). The wording of the recommendation does not specify whether the maximum remuneration should be defined individually for each Management Board member. The remuneration system for the members of the Management Board of SÜSS MicroTec SE ("2021 Remuneration System"), which was adopted by the Supervisory Board on February 4, 2021, and approved by the ordinary Shareholders' Meeting on June 16, 2021, by a majority of 59.99 percent of the votes cast, stipulated an (aggregate) determination of the maximum compensation for the (entire) Management Board and also limited the remuneration of individual Management Board members to 2.7 times the target total remuneration. The 2021 Remuneration System did not include a separate determination of the maximum remuneration for the individual Executive Board members in the form of a fixed, concrete monetary amount, which is why the Management Board and Supervisory Board declared a deviation from G.1 as a precaution.

Responding to shareholders' critical comments about the 2021 Remuneration System, the Supervisory Board decided on March 29, 2022, to adopt a modified remuneration system for the Management Board members ("2022 Remuneration System"), which the Shareholders' Meeting approved on May 31, 2022, by a majority of 98.35 percent of the votes cast. Now, among other things, the new 2022 Remuneration System defines the maximum compensation in the form of a fixed, concrete monetary amount for each individual Executive Board member.

- **G.12 of the 2020 Code:**

According to Recommendation G.12 of the 2020 Code, if a Management Board member's contract is terminated, the disbursement of any remaining variable remuneration components attributable to the period up until contract termination shall be based on the originally agreed targets and comparison parameters, and on the due dates or holding periods stipulated in the contract. In connection with and on the occasion of the mutually agreed revocation of the reappointment of former Management Board member Dr. Götz Bendele to the Management Board of the Company, the parties agreed in a revocation agreement that the then still-undetermined overall target achievement level of the short-term variable remuneration for the 2022 fiscal year ("STI 2022") would be 100 percent and that half of the STI 2022 would be paid early with the regular payment cycle in January 2023; the other half of the STI 2022 will be paid out unchanged with the regular payment cycle for the calendar month following the approval of the Company's consolidated financial statements for the 2022 fiscal year by the Supervisory Board.

In accordance with Section 161 (1) AktG, the Management Board and Supervisory Board of SÜSS MicroTec SE further declare that the Company does and will comply with all recommendations made by the Government Commission on the German Corporate Governance Code in the version of April 28, 2022, and published by the German Federal Ministry of Justice in the official section of the Federal Gazette on June 27, 2022.

Garching, Germany, December 2022

For the Management Board

Dr. Bernd Schulte
Chief Executive Officer (CEO)

For the Supervisory Board

Dr. David Dean
Chair of the Supervisory Board

Relevant Corporate Governance Practices

SÜSS MicroTec accepts its social responsibility, especially towards its customers and business partners as well as towards its employees. This responsibility naturally includes adhering to applicable laws at all times and around the world. The compliance and corporate governance system installed in the 2021 fiscal year is being continuously developed.

Corporate Governance

Corporate governance is tremendously important to SÜSS MicroTec. The goal is to employ responsible, far-sighted governance to preserve the Company's continued existence as a going concern and significantly and permanently increase its corporate value. Essential aspects of good corporate governance also include transparency, open communication with shareholders and investors, and constructive cooperation between the Supervisory Board and the Management Board. The Management Board and Supervisory Board of SÜSS MicroTec SE have renewed their intensive interest in the topic of corporate governance in the 2022 fiscal year. In its entrepreneurial activity, SÜSS MicroTec strives to reinforce the confidence that investors, financial markets, business partners, employees, and the public have in the Company.

Compliance

SÜSS MicroTec expects its entire workforce to follow laws and internal policies at all times. This is a core principle of a responsible company and an essential element of our sustainable corporate governance. Ethically sound actions by our employees represent the only guarantee of the Company's long-term success.

The central documents of the Group-wide compliance program include the general Code of Conduct and the Business Partner and Supplier Code of Conduct. Capital market issues are addressed by an insider policy, an ad hoc policy, and various process policies. The Company is also developing a comprehensive capital market policy. It will be a compendium that covers capital market rules, regulations, and internal procedures of importance to the Company and also documents the organizational and personnel compliance structure at the Company. In this declaration on corporate governance, we also comment on relevant corporate governance issues.

Code of Conduct

The SÜSS MicroTec Code of Conduct (“Code of Conduct”) was developed by the Company, applies equally to all Company employees, and defines standards for how to behave at work and in one’s professional life. The Code of Conduct provides parameters and sets out guidelines for employees to help them handle and overcome ethical and legal challenges that might arise in their everyday work. The Code includes topics such as responsibility and respect for people and the environment, compliance with legal frameworks, lawful and ethical conduct of each individual employee, company loyalty, fair and respectful treatment of employees, rejection of any form of discrimination, responsible risk management, environmentally conscious conduct, safety in all areas of work, professionalism, reliability and fairness in all business relationships, compliance with guidelines regarding the granting/acceptance of benefits, handling of Company property, and handling of insider information.

The complete Code of Conduct and more corporate governance information is available in the Corporate Governance section of the SÜSS MicroTec website:

<https://www.suss.com/en/investor-relations/corporate-governance>

Violations of our Code of Conduct or compliance rules will be investigated vigorously and their causes remedied in the interest of all employees and the Company. In 2022, the Company also introduced a new compliance e-learning concept that all employees are required to complete.

In 2022, a comprehensive Business Partner and Supplier Code of Conduct was also developed and is published on the Company’s website:

<https://www.suss.com/en/company/purchasing>

Whistleblowing

The EU has released a Whistleblower Directive to protect whistleblowers from retaliation. In line with the revision of the compliance system in 2021, SÜSS MicroTec also reviewed informant protection requirements and created a whistleblower guideline as well as a process for dealing with reports. Moreover, a training concept was developed and a whistleblower hotline was set up to allow employees and third parties to confidentially report violations. Whistleblower protection is a key component of a compliance management system for ensuring legal compliance and allowing potential misconduct to be recognized early on and serves to protect both SÜSS MicroTec and our business partners.

Violations can be anonymously reported on the following website:

<https://suss.grc-cloud.de/Meldung>

Transparency and Communication

SÜSS MicroTec SE promptly and regularly informs shareholders, analysts, shareholder associations, members of the media, and any interested members of the general public about the Group's current business developments and situation.

In addition, all information and publications relevant to the capital markets are published and can be viewed by the general public on the Company's website at:

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

Corporate Communications at SÜSS MicroTec strives to inform all target groups in an equal and timely manner while guaranteeing the greatest possible transparency and equal opportunities for all capital market participants. In addition to quarterly news as well as semi-annual and annual reports, the Company uses telephone conversations, conferences, roadshows, and websites to inform shareholders, institutional investors, analysts, and other interested parties about developments at the Group.

Working Procedures and Composition of the Supervisory Board

SÜSS MicroTec SE is a European company (Societas Europaea), making it subject to the European SE regulations and the German SE Implementation Act, both of which have priority of application over the German Stock Corporation Law (AktG). The Company has a dual management and control structure consisting of the Management Board and the Supervisory Board. Both Boards work together closely in the interest of the Company and pursue the common goal of increasing the enterprise value sustainably while providing employees with an attractive workplace. The Management and Supervisory Boards are subject to their respective bylaws that are reviewed regularly.

The Supervisory Board monitors and consults the Management Board with regard to the management of the Company and appoints the members of the Management Board. The Supervisory Board discusses business development and planning as well as strategy and its implementation with the Management Board at regular intervals. It examines and assesses quarterly and interim reports and approves the annual financial statements of SÜSS MicroTec SE and the Group, taking into account the results of the audit and reports from the auditor. Its responsibilities also include monitoring the Company's compliance with legal provisions, government regulations, and internal corporate policies. Significant business events – such as acquisitions, divestments, and financial transactions – require its approval. The Management Board is also obligated to inform the Supervisory Board of all significant events, including those that do not require the Supervisory Board's approval. The Chair of the Supervisory Board coordinates the work of the Supervisory Board, chairs its meetings, and looks after the body's interests externally. Since the thresholds set in the participation agreement have not yet been reached, the Supervisory Board of SÜSS MicroTec SE is currently comprised of shareholder representatives only.

In accordance with the articles of incorporation, the Supervisory Board of SÜSS MicroTec SE consists of five members. Between March 2 and March 4, 2022, the Supervisory Board temporarily consisted of four members since Dr. Meister resigned from the Supervisory Board as of March 1, 2022, and Prof. Steinkamp was appointed to the Supervisory Board by court order as of March 4, 2022. The Supervisory Board has also consisted of four members since October 17, 2022, because Supervisory Board member Dr. Bernd Schulte has temporarily (for a maximum of one year) moved to the Management Board of SÜSS MicroTec SE to replace Dr. Bendele, who has stepped down as a Management Board member and CEO. Dr. Bernd Schulte's Supervisory Board mandate will be suspended during this period. All Supervisory Board members are independent and have presented the Company with written statements to this effect.

Newly elected Supervisory Board members are appointed for no more than four years, pursuant to the Supervisory Board's bylaws. The current terms end upon conclusion of the ordinary Shareholders' Meeting in 2026. The only exception is the term of Jan Smits, which will end upon conclusion of the ordinary Shareholders' Meeting in 2025 because he will have reached the age limit set by the Company.

Composition of the Supervisory Board:

Name	Function	Member since	Appointed until
Dr. David Dean	Chair of the Supervisory Board, Chair of the Personnel Committee	5/20/2020	AGM 2026
Dr. Myriam Jahn	Deputy Chair of the Supervisory Board, Chair of the Sustainability Committee since October 17, 2022	5/31/2017	AGM 2026
Dr. Bernd Schulte*	Chair of the Audit Committee from March 2 to March 31, 2022, Chair of the Sustainability Committee until October 16, 2022	11/6/2020	AGM 2026
Jan Smits	Member of the Supervisory Board	5/20/2020	AGM 2025
Prof. Mirja Steinkamp	Chair of the Audit Committee since April 1, 2022	3/4/2022	AGM 2026
Dr. Dietmar Meister	Chair of the Audit Committee until March 1, 2022	6/6/2019	Resigned from office on March 1, 2022

**Supervisory Board mandate suspended since October 17, 2022; Dr. Schulte temporarily took over Dr. Götz Bendele's mandate as a Management Board member and the Chief Executive Officer on October 17, 2022, after Dr. Bendele temporarily resigned his mandate as a Management Board member and the Chief Executive Officer for personal reasons as of October 17, 2022, and then permanently as of December 15, 2022. After Dr. Bendele's permanent departure, Dr. Schulte will remain a Management Board member and as the Chief Executive Officer of SÜSS MicroTec SE for a transitional period; Dr. Schulte is expected to return to the Supervisory Board of SÜSS MicroTec SE by no later than October 2023.*

Supervisory Board Committees

The Supervisory Board of SÜSS MicroTec SE has formed three committees: a Personnel Committee (Nomination Committee and Remuneration Committee), an Audit Committee, and a Sustainability Committee. The committees consist of at least three members, but they do not make decisions on behalf of the Supervisory Board.

The **Audit Committee** primarily deals with monitoring the financial reporting process, the effectiveness of the internal control system, the risk management system, the internal auditing system, and the compliance management system, as well as the audit of the financial statements, particularly auditor selection and independence as well as the quality of the audit and the additional services provided by the auditor.

The members of the Audit Committee as of December 31, 2022, are as follows:

- Prof. Mirja Steinkamp (Chair as of April 1, 2022)
- Dr. David Dean
- Jan Smits

The **Personnel Committee** deals with matters concerning the Management Board – in particular, preparation for the appointment of Management Board members, of Management Board service contracts, and of remuneration of Management Board members. The Chair of the Supervisory Board is simultaneously the Chair of the Personnel Committee.

The members of the Personnel Committee as of December 31, 2022, are as follows:

- Dr. David Dean (Chair)
- Dr. Myriam Jahn
- Jan Smits

The **Sustainability Committee (ESG Committee)** is responsible for monitoring and consulting on the Company's environmental and sustainability programs as well as monitoring and consulting on social and governance guidelines.

The members of the Sustainability Committee as of December 31, 2022, are as follows:

- Dr. Myriam Jahn (Chair since October 17, 2022)
- Jan Smits
- Prof. Mirja Steinkamp

Self-assessment of the Supervisory Board

The Supervisory Board examined the efficiency of its work via a self-evaluation during its ordinary meeting on February 10, 2022. The examination confirmed that the work of the Supervisory Board was efficient and that the collaboration within the Supervisory Board and with the Management Board was professional and constructive. The self-assessment was carried out using a questionnaire and interviews, which were established by the DSW (Deutsche Schutzvereinigung für Wertpapierbesitz), especially for SÜSS MicroTec. Key issues of the efficiency assessment were:

- Addressing technological developments more frequently
- Engaging in more discussion on ESG issues and the execution of SÜSS's own ESG program
- Improvement of the provision of information by the Management Board to the Supervisory Board
- Ensuring regular discussions between the Audit Committee and the auditors when the Chair is absent

Independence of Supervisory Board members

According to the current version of the German Corporate Governance Code, the Supervisory Board should include what it considers to be an appropriate number of independent members. All Supervisory Board members are considered independent and have presented the Company with a written declaration of independence.

Remuneration of the Supervisory Board

The remuneration of the Supervisory Board members is set out in Section 20 of the articles of incorporation of SÜSS MicroTec SE.

On December 17, 2021, the Supervisory Board of SÜSS MicroTec SE resolved to form a Sustainability Committee (ESG Committee) to underscore the increasing importance of ESG (environmental, social, and governance) issues for SÜSS MicroTec SE and to meet the growing expectations of investors. The Supervisory Board remuneration system adopted by the Annual Shareholders' Meeting of SÜSS MicroTec SE on June 16, 2021, in Section 20 of the articles of incorporation does not constitute separate remuneration for this additional ESG Committee. The ordinary Shareholders' Meeting of SÜSS MicroTec SE, having received an appropriate proposal from the Management Board and the Supervisory Board, therefore resolved on May 31, 2021, by a majority of 98.56 percent of the votes and capital represented, to amend Section 20 of the articles of incorporation of the Company so that membership in further committees is remunerated, although the remuneration is limited in the case of membership in multiple committees.

An overview of the remuneration systems for directors and officers can be found at the following link under "Remuneration of the Management and Supervisory Board":

<https://www.suss.com/en/investor-relations/corporate-governance>

Supervisory Board Targets and Criteria Regarding its Composition

In accordance with the articles of incorporation, the SÜSS MicroTec Supervisory Board currently consists of five members. Up until now, the term of Supervisory Board members has usually run until the end of the Shareholders' Meeting that decides on the discharge of liability for the fourth fiscal year following the start of the term, not including the fiscal year in which the appointment is made.

The age limit for Supervisory Board members is 70. The Supervisory Board mandate ends with the conclusion of the Shareholders' Meeting that follows the Supervisory Board member's 70th birthday.

In its bylaws, the Supervisory Board has set a maximum term of office of twelve years for Supervisory Board members. In SÜSS MicroTec's opinion, restricting how long an individual may remain in the Supervisory Board does not foster independent and responsible action by the Supervisory Board. On the contrary, given the complex product and corporate structure, a certain length of service in the Supervisory Board should be viewed positively, since over time one can gain valuable Company-specific experience and knowledge that can benefit the Company.

The Supervisory Board must consider the skill profile and its objectives in the nomination proposals that it presents to the Shareholders' Meeting. The Board always considers diversity as defined by the diversity concept, based on the legally mandated gender quota, but also in terms of criteria such as age, origin, and disability status. An age limit was specified in the bylaws of the Supervisory Board in accordance with Section C.2 of the GCGC. Compliance with skill profile, diversity, and length of service requirements is indicated in the Declaration on Corporate Governance pursuant to Section 289f HGB.

The Supervisory Board shall be composed in such a way that its members possess the aggregate knowledge, skills, and professional experience required to properly perform its advisory and supervisory function over the Management Board of SÜSS MicroTec SE. The Supervisory Board's skill profile contains concrete requirements that must be met in order to ensure sound advice and supervision and that apply not only to individual Supervisory Board members but also to the aggregate expertise of the entire body.

Skill Profile of the Supervisory Board

The Supervisory Board of SÜSS MicroTec SE aims not only to perform its supervisory function as described in the German Corporate Governance Code but also to intelligently advise and supervise the Management Board of SÜSS MicroTec SE by virtue of its members' knowledge, skills, and professional experience. The Supervisory Board of SÜSS MicroTec SE therefore defined concrete objectives for its composition several years ago and developed a comprehensive skill profile that is regularly reviewed and updated by the Supervisory Board. The most recent review took place in spring 2022.

The Supervisory Board of SÜSS MicroTec SE expects each member of the Supervisory Board to consistently and extensively satisfy the following general personal requirements:

- Integrity and assumption of ethical responsibility
- Business or operational understanding of business models in and outside the semiconductor market
- Commitment
- Analytical and systematic thinking as well as vision
- Openness to new ideas and innovative thinking

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- Negotiation and reasoning skills
- Social skills
- Team player, especially given the need for interdisciplinary collaboration
- Appreciation of cultural diversity

Member availability and independence, as defined by Section C.I, Principle 12, and Section C.II of the GCGC, are ensured as an essential condition of service.

The overall Supervisory Board should have industry, Company-specific, and professional knowledge, skills, and experience. Each member should contribute their key professional competencies to the full Supervisory Board as needed but does not have to personally possess all the expert knowledge listed below. The minimum number of experts sought in the target profile is specified for each criterion. Diversity and teamwork skills should result in the totality of all these competencies being greater than the sum of the professional competencies of the individual Supervisory Board members. An overview of the relevant requirements and qualifications of the Supervisory Board is presented in the following qualification matrix and on our website at <https://www.suss.com/en/company/organization>:

Qualification Matrix of the Supervisory Board

	Dr. Dean	Dr. Jahn	Jan Smits	Prof. Steinkamp
Erfahrung im Senior Level eines Technologieunternehmens im mittelständischen und internationalen Umfeld, bevorzugt bspw. C-Level eines börsennotierten Unternehmens	✓✓	✓	✓✓	
Erfahrung im Halbleiter- und Halbleiter-Equipment-Markt aus Kunden- und Technologieperspektive	✓	✓	✓✓	✓
Internationale Führungs- und Kundenerfahrung mit den Schwerpunkten für die Hauptabsatzmärkte der SÜSS MicroTec SE in Asien	✓✓	✓	✓✓	
Erfahrung mit Strategieentwicklung, -umsetzung und sich daraus ergebenden Transformationsprozessen in sich schnell verändernden Märkten	✓✓	✓✓	✓✓	✓
Informationstechnologie: Fundierte Digitalisierungsexpertise insbesondere in der Entwicklung von Unternehmensprozessen		✓✓	✓	✓
Forschung und Entwicklung: Tiefgehende Expertise in Innovation und Digitalisierung der Produkte		✓✓	✓✓	
Markt: Umfassende Erfahrung und Sachverstand in Vertrieb, Marketing und Service im internationalen Maschinen- und Anlagenbaugeschäft	✓	✓✓	✓✓	

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	Dr. Dean	Dr. Jahn	Jan Smits	Prof. Steinkamp
Operations: Fundierte Expertise in Produktion, Lieferketten und Qualitätsmanagement im internationalen Maschinen- und Anlagenbaugeschäft		✓	✓✓	
Personal: Erfahrung und Sachverstand im Bereich internationaler Personalplanung und Personalführung, Talentmanagement und Organisationsentwicklung	✓✓	✓	✓	✓
Finanzen: Expertise in Rechnungslegung, Berichterstattung und Abschlussprüfung in Aufsichtsrat und Prüfungsausschuss im Einklang mit dem DCGK und dem neuen §§ 100 Abs. 5, 107 Abs. 4 Satz 3 AktG im Rahmen des Finanzmarktintegritätssicherheitsgesetzes (FISG)	✓✓			✓✓
Interne Kontrollsysteme: Expertise in Unternehmensplanung, Unternehmenssteuerung, interner Revision, Compliance- und Risiko-Management, insbesondere hier Risiken im Zusammenhang mit Digitalisierung, wie z.B. Cyber-Risiken	✓✓	✓	✓	✓✓
Unternehmensfinanzierung: Erfahrung im Zusammenhang mit börsennotierten Unternehmen, Kapitalmärkten und M&A und deren rechtlicher Rahmen	✓✓	✓	✓	✓✓
Recht: Nationaler und internationaler gesetzlicher sowie regulatorischer Rahmen für Unternehmensprozesse und- produkte		✓		✓✓
Erfahrung in Aufsichts- und Gremiumsarbeit, Kenntnisse von einschlägigen Compliance und Corporate Governance Standards sowie gesellschaftspolitische bzw. Nachhaltigkeitsfragestellungen (ESG)	✓✓	✓✓	✓✓	✓✓

*Dr. Bernd Schulte's Supervisory Board mandate has been suspended since October 17, 2022

Status of the implementation on December 31, 2021: Dr. David Dean has been the Chair of the Supervisory Board since May 2020. He has many years of international experience as well as market and technology expertise. Dr. Dean is a long-time member of the Audit Committee of an international listed company and heads its Risk and Compliance committee. Jan Smits brings to the Supervisory Board additional international expertise and distinct experience in the semiconductor equipment sector. Dr. Myriam Jahn (Deputy Chair of the Supervisory Board), an expert in the subject matter area of digital transformation, has been on the Supervisory Board since 2017. Dr. Bernd Schulte, an international technology and industry expert and a former Member of the Management Board of a listed technology company, joined the Supervisory Board in November 2020. However, his mandate was suspended for no more than one year as of October 17, 2022, since he was appointed to the Management Board of SÜSS MicroTec SE during this period in order to temporarily take over as Chief Executive Officer.

Prof. Mirja Steinkamp, who has been a Supervisory Board member since March 4, 2022, has been the first Financial Expert and Chair of the Audit Committee since April 1, 2022. Prof. Steinkamp has many years of experience as the chair of the Audit Committee and as deputy chair of the supervisory boards of listed and unlisted companies. As an auditor, tax consultant, and chair of the Audit Committee, she has special knowledge and experience in the application of accounting principles in

accordance with the German Commercial Code (HGB), the German Income Tax Act (EStG) and IFRS, audits of internal control and risk management systems (including the compliance management system), and audits of sustainability reporting. In 2019, Prof. Steinkamp was appointed to the examination board for public accountants for a five-year term. Since 2022, she has been a lecturer at Interfin Forum GmbH, which offers the courses “Qualified Supervisory Board Member” and “Audit Committee Financial Expert” as well as workshops on “Auditing Sustainability Reporting.” Dr. Dean is the second Financial Expert on the Audit Committee. Dr. Dean has extensive experience as an Audit Committee member and chair of the risk and compliance committees of listed companies. He has knowledge and experience with IFRS financial reporting principles and auditing of internal control and risk management systems including compliance management systems and cybersecurity risk management.

The Financial Expert position was previously held by Dr. Dietmar Meister from June 6, 2019, to March 1, 2022; he left the Supervisory Board on March 1, 2022.

The Supervisory Board considers the composition of the Supervisory Board to be appropriate in regard to the legal objectives and the current Company situation.

Working Procedures and Composition of the Management Board

As of the reporting date, the Management Board of SÜSS MicroTec SE consists of three members who jointly manage the business as equal members of the Management Board.

Name	Function	Initial appointment	Appointed until
Dr. Götz Bendele*	Chief Executive Officer	5/1/2021	10/16/2022
Oliver Albrecht	Chief Financial Officer	11/18/2019	4/30/2023
Dr. Thomas Rohe	Chief Operations Officer	5/1/2021	4/30/2024
Dr. Bernd Schulte**	Chief Executive Officer	10/17/2022	October 2023

* Management Board mandate suspended as of October 17, 2022, at Dr. Bendele’s request for personal reasons; reappointment waived on December 15, 2022; Dr. Bendele thus left the Company

** Has held Management Board and Chair mandate since October 17, 2022

The members of the Management Board decide on fundamental issues of business policy as well as on annual and multi-year planning. They develop the Company’s strategy, coordinate it with the Supervisory Board, and ensure that it is carried out. The Management Board informs the Supervisory

Board about business policy and all relevant issues related to planning, business development, risk position, risk management, and compliance on a regular, prompt, and comprehensive basis.

In addition, the Management Board is responsible for preparing the Company's quarterly and interim reports, SÜSS MicroTec SE's annual financial statements, and the consolidated financial statements. Furthermore, the Management Board sees to the observance of legal provisions, government regulations, and internal corporate policies and acts to ensure compliance by employees of all Group companies.

Remuneration of the Management Board

The Supervisory Board of SÜSS MicroTec SE passed a resolution regarding a revised remuneration system for the Management Board on March 29, 2022, that was approved by the Shareholders' Meeting on May 31, 2022, by a majority of 98.35 percent of the votes.

The Remuneration Report for the 2022 fiscal year and the auditor's report pursuant to Section 162 AktG, the applicable remuneration system pursuant to Section 87a (1) and (2) (1) AktG, and the latest remuneration resolution pursuant to Section 113 (3) AktG have been made publicly available under the heading "Remuneration of the Management and Supervisory Board" at the following link:

<https://www.suss.com/en/investor-relations/corporate-governance>

The Remuneration Report is also included as part of the Management Report in the Company's 2022 Annual Report.

Directors' Dealings

In accordance with Article 19 MAR, individuals who exercise management responsibilities at SÜSS MicroTec SE, including, in particular, the members of the Management Board and the Supervisory Board, are legally obligated to disclose their own transactions with shares of SÜSS MicroTec SE or corresponding financial instruments, particularly derivatives, insofar as the value of the transactions that a member of the Company with management responsibilities has carried out within the calendar year reaches EUR 20,000 within a calendar year.

All securities transactions requiring disclosure have been published in accordance with legal regulations and can also be viewed by the general public on the Company's website at:

<https://www.suss.com/en/investor-relations/directors-dealings>

Diversity Concept

Diversity is generally an important requirement for maintaining competitiveness and achieving sustainable corporate success. Sufficient diversity of expertise among senior executives will generate a broad spectrum of experience and varying perspectives that can be used to the benefit of the Company. In addition, growing internationalization requires managers to lead diverse teams. This can only be done effectively if individual Group employees' cultural backgrounds are given proper consideration. A balanced age structure helps to retain knowledge and professional and life experience for as long as possible in the Company's best interests and introduces new ideas and energy at the same time.

Supervisory Board

The overall Supervisory Board should have industry, Company-specific, and professional knowledge, skills, and experience. Each member should contribute their key professional competencies to the full Supervisory Board as needed. Diversity and teamwork skills should result in the totality of all these competencies being greater than the sum of the professional competencies of the individual Supervisory Board members.

The diversity concept for appointments to the Supervisory Board requires, on the one hand, a distinct ability to make judgments regarding technology as well as relevant knowledge of markets on an international scale in order to be able to assess trends and developments in our very dynamic markets with foresight and reliability. Particularly important skills include not only a deep understanding of technology but also knowledge and experience in strategy development and execution and the resulting transformation processes in fast-moving markets, financial reporting, human resources, and sustainability.

In addition to this key expertise, the Company expects Supervisory Board members and candidates to have broad experience in other areas that complements the optimal composition of the Supervisory Board. Consequently, it is the objective of the Supervisory Board to attract not only the two Financial Experts but also experienced individuals to cover these areas as well.

Management Board

SÜSS MicroTec regularly addresses diversity in corporate governance as stipulated by the GCGC. Management Board members should have relevant experience in leading internationally operating, listed companies. The expert qualification for the department to be managed and the personality of the potential candidates and their previous accomplishments comprise the general suitability criteria for the Company. The Supervisory Board has thus defined a diversity concept for the composition of the Management Board in accordance with Section 289f (2) (6) HGB. Candidates for the Management Board have different competence and personality profiles that complement each other. Depending on the Company's current situation, it may make sense to review or re-weigh individual criteria.

Members of the Management Board should, in particular:

- Have extensive years of leadership experience, ideally international
- Have different specialist qualifications and have skill profiles that complement each other
- Have an excellent technological understanding and in-depth knowledge of markets and technology of the semiconductor industry for the Chief Executive Officer
- Have experience in the areas of strategic corporate planning as well as M&A
- Have specialist knowledge in the areas of public interest entities, compliance, and risk management, as well as specifically in the area of finance, and experience in the areas of accounting and annual audits
- Provide an adequate combination of ages and genders

The aim of the diversity concept is to consciously leverage diversity across perspectives, qualifications, and experiences in order to remain competitive and achieve long-term commercial success for SÜSS MicroTec. A workforce with a balanced age, gender, and origin structure also deepens understanding within the Company for the wide variety of expectations of international customers.

Status of Implementation

As described in the diversity concept, SÜSS MicroTec strives to boost diversity in the Company and thus increase both the share of women and the internationality of its employees and managers. The Management Board and Supervisory Board are primarily committed to the social and professional qualifications of all its employees.

Level	Targeted share of women by June 30, 2027	Share of women as of December 31, 2022	Determined by
Supervisory Board	40%	50%*	Supervisory Board
Management Board	33.33%	0%	Supervisory Board

**The Supervisory Board consisted of four people as of December 31, 2022, since Dr. Bernd Schulte's Supervisory Board mandate has been suspended for up to one year since October 17, 2022.*

Since the Management Board of SÜSS MicroTec SE wishes to target the promotion of women, it determined in February 2022 that women will constitute 36% of the first and second management levels below the Management Board at the Company.

Level	Targeted share of women by June 30, 2027*	Share of women as of December 31, 2022*	Determined by
First management level	36%	36.4%	Management Board
Second management level	36%	25.0%	Management Board

** With regard to the organizational structure of SÜSS MicroTec SE*

The 2027 target for the first management level was with 36.4 % already achieved as of December 31, 2022; the target for the second management level was not yet reached as of December 31, 2022.

LONG-TERM SUCCESSION PLANNING

One of SÜSS MicroTec's key business segments is the high-precision multiplication of microstructures in the area of semiconductor manufacturing. As a listed company with over 70 years of international industry experience with extremely discerning customers and high quality standards, the Company is accelerating the research and development of high-tech products and processes. It is therefore strategically important for SÜSS MicroTec to have a Management Board with suitably qualified candidates.

The Supervisory Board has asked the Management Board to systematically identify and develop potential candidates in management positions within the Group who have proven themselves from the

perspective of the Management Board based on the experience of regular collaboration and who may be suitable candidates for Management Board duties. This is done with the objective of making the Supervisory Board even more familiar with these managers within the Group.

From the perspective of SÜSS MicroTec SE, a candidate's qualifications are the primary criteria for assuming a Management Board position at the Company. This includes previous professional performance and management experience in international companies, appropriate professional qualifications, and a high level of integrity. Attention is paid to diversity regarding nationality, gender, and industrial background as far as this is possible under the current circumstances of a small Management Board committee.

The potential candidates should have skill sets and personality profiles that vary and that complement each other overall. With this in mind, the Supervisory Board revised and published a diversity concept for the composition of the Management Board as described above. Depending on the Company's current situation, it may also make sense to reassess the weighting of individual criteria. The age limit for Management Board candidates is defined in the Company bylaws of the Management Board and is 65 years at the age of appointment.

Shareholders and the Shareholders' Meeting

SÜSS MicroTec SE's shareholders exercise their codetermination and supervisory rights at the Shareholders' Meeting, which is held at least once a year. Each SÜSS MicroTec SE share entitles the holder to one vote. In accordance with shareholder rights, all documents required for decision-making have been published on the Company's website.

Due to the ongoing COVID-19 pandemic, the ordinary Shareholders' Meeting of May 31, 2022, was once again held as a virtual Shareholders' Meeting without the physical presence of shareholders and their proxies in accordance with Section 1 (2) of the German Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic of March 27, 2020, as 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 Patent Law of December 22, 2020, last amended by Articles 15 and 16 of the Act on the Establishment of a Special Fund "Reconstruction Aid 2021" and on the Temporary Suspension of the Insolvency Application Requirement due to Heavy Rainfall and Floods in July 2021 and on the Amendment of Other Laws of September 10, 2021.

The convening of the Shareholders' Meeting, along with the pending agenda items and the conditions for participation, is usually announced in a timely manner five to six weeks before the date of the meeting. All documents and information on the Shareholders' Meeting are available for download on the Company's website:

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

Accounting and Annual Audit

SÜSS MicroTec prepares its consolidated financial statements and interim reports in accordance with the International Financial Reporting Standards (IFRS) as applied for listed companies in the European Union. The separate financial statements for SÜSS MicroTec are prepared according to the provisions of the German Commercial Code (HGB).

On May 31, 2022, the Shareholders' Meeting appointed Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, headquartered in Düsseldorf, with an office in Munich, as auditor and Group auditor of SÜSS MicroTec SE. As a result, the annual financial statements and the consolidated financial statements of SÜSS MicroTec have been audited by this company for the first time. Aside from auditing activities, Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, headquartered in Düsseldorf and with an office in Munich, did not perform any consulting services for SÜSS MicroTec in 2022. The auditor has demonstrated its independence to the Supervisory Board in a declaration of independence. Furthermore, the auditor agreed to inform the Supervisory Board of all material findings and circumstances that arise while conducting the audit. The lead auditor for the 2022 fiscal year was Ms. Stefanie Heitzer (Wirtschaftsprüferin – German Public Auditor), who, along with Mr. Tibor Abel (Wirtschaftsprüfer – German Public Auditor), was responsible for auditing the financial statements and consolidated financial statements of SÜSS MicroTec. This was the first time that either had audited for SÜSS MicroTec SE.

Risk Management

Dealing with business risks responsibly is one of the principles of good corporate governance. A risk management system has long been a component of corporate management at SÜSS MicroTec for recognizing and controlling risks and for fulfilling statutory requirements. This system is reviewed once a year by the auditor during the audit of the annual financial statements.

GROUP DECLARATION ON GOVERNANCE

INCLUDING CORPORATE GOVERNANCE REPORT



The organization of risk management is geared toward the functional and hierarchical structure of the Group. Upon introduction of the risk management system, a Risk Management Officer who regularly reports directly to the Management Board was appointed. The Management Board regularly informs the Supervisory Board about existing risks and their development.

In addition to short-term (operating) risks, risk management at SÜSS MicroTec Group also deals with long-term (strategic) developments that can have a negative impact on the business development. The goal of our opportunity and risk management is to maintain and increase the enterprise value of the SÜSS MicroTec Group. Our corporate goals include early and successful detection of opportunities, identification and suitable assessment of the related risks, and providing an appropriate response. The diverse opportunities for our Group result from technology leadership in our businesses, our broad spectrum of products and solutions for the semiconductor equipment industry, collaborations with international customers and research institutes, and our global positioning.

The analysis and assessment of opportunities and risks for the Group is the subject of continuous deliberations by the Management Board and the management of the Group. With management that is opportunity oriented as well as risk conscious, the Company's fundamental goal is not to avoid all potential risks. Instead, it constantly aims to achieve an optimum level of risk avoidance, risk reduction, and the controlled acceptance of risk. An awareness of risks should not interfere with the ability to identify opportunities and to use them for the benefit of the Company and its shareholders.

Details about risk management at the SÜSS MicroTec Group are presented in the Risk Report, which is part of the Management Report. This includes the report on the accounting-related internal control and risk management system required by the German Commercial Code (HGB).

Garching, Germany, March 2023

Dr. Bernd Schulte
Chief Executive Officer (CEO)

Oliver Albrecht
Chief Financial Officer (CFO)

Dr. Thomas Rohe
Chief Operations Officer (COO)



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