

MARCH 2025

Corporate Governance Declaration

Corporate Governance Declaration

The declaration below combines the Corporate Governance Declaration of SUSS MicroTec SE (also referred to in the following as "SUSS") pursuant to Section 289f HGB and the SUSS Group corporate governance declaration pursuant to Section 315d HGB. This Combined Corporate Governance Declaration serves as a key instrument of corporate governance reporting in accordance with Principle 23 of the German Corporate Governance Code (GCGC) as amended on April 28, 2022.

The Corporate Governance Declaration pursuant to Sections 289f and 315d HGB is part of the condensed management report of SUSS MicroTec SE and of the Group, in accordance with Sections 289f (1) (1) and 315d (1) HGB. In accordance with Section 317 (2) (6) HGB, the verification by the auditor of information provided pursuant to Sections 289f (2) and (5) and Section 315d HGB is limited to verifying whether the information has been provided. The Corporate Governance Declaration contains all the content and references to SUSS websites required by Sections 289f and 315d HGB.

Relevant Corporate Governance Practices

SUSS accepts its social responsibility, especially towards its customers, business partners, and employees. This responsibility naturally includes adhering to applicable laws at all times and around the world. The corporate governance system, which includes the internal control system, risk management, the compliance management system, and internal audit, is continuously developed.

Corporate Governance

Good governance is highly valued at SUSS. 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 stakeholders, and constructive cooperation between the Supervisory Board and the Management Board. The Management and Supervisory Boards of SUSS MicroTec SE again paid great attention to this topic in 2024. In the conduct of its business, SUSS strives to uphold the trust that shareholders and other capital providers, business partners, employees, and the public place in the Company.

Good governance forms the basis for lasting and sustainable business success. The GCGC makes recommendations and suggestions for laying the foundations of good governance.

The Management and Supervisory Boards issued the following Declaration of Compliance on December 5, 2024:

"The Management Board and Supervisory Board of SUSS MicroTec SE declare in accordance with Section 161 (1) of the German Stock Corporation Act (AktG) that, since issuance of the last declaration of compliance in December 2023, SUSS MicroTec SE currently complies and will comply with all recommendations of the Government Commission on the German Corporate Governance Code in the version of April 28, 2022, published by the Federal Ministry of Justice in the official section of the Federal Gazette on June 27, 2022."

The joint Declaration of Compliance, together with the Declarations made in previous years, will be made available on the SUSS website for an unlimited time: <https://www.suss.com/en/investor-relations/corporate-governance>

Compliance

SUSS expects all of its staff to comply with the law 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 are essential to ensuring the Company's long-term success.

Key documents in the Group-wide compliance program include the general Code of Conduct and the Business Partner and Supplier Code of Conduct. All of these regulations are regularly reviewed and updated as required.

The Management Board has established a comprehensive compliance management system aligned with the Company's risk situation. For more details, please refer to the "SUSS Group Opportunities and Risks Report" section of the condensed management report.

Code of Conduct

The SUSS Code of Conduct was developed by the Company, applies equally to all Company employees, and establishes workplace conduct standards. 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. It covers topics such as Equal Treatment and Protection, Respect and Integrity, Transparency and Reliability, and Environmental and Social Responsibility.

The full Code of Conduct and other information on corporate governance are available on the SUSS website at: <https://www.suss.com/en/investor-relations/corporate-governance>

Violations of our Code of Conduct or other compliance regulations are vigorously investigated, and their causes are eliminated. In 2024, all employees were also required to take a compulsory e-learning module on compliance issues.

We have also drawn up a code of conduct for our business partners and suppliers in order to define joint standards. The SUSS Business Partner and Supplier Code of Conduct is published on the Company's website: <https://www.suss.com/en/company/purchasing>

Whistleblowing

Employees or third parties can report compliance violations through several channels. Anonymous tip-offs can be submitted via a whistleblowing tool, and reports can also be made to the Compliance Officer by email and/or phone.

Violations can be anonymously reported on the following website: <https://suss.grc-cloud.de/Meldung?lang=EN>

Risk Management

Dealing responsibly with business risks and setting appropriate risk limits are fundamental to good corporate governance. SUSS has an internal control system (ICS) and a risk management system (RMS), which includes a compliance management system (CMS). The Management Board regularly reviews and refines the adequacy and effectiveness of these corporate governance systems. The SUSS MicroTec SE Audit Committee also examines the corporate governance systems at an annual focus meeting in order to review and assess their adequacy and effectiveness. The design and implementation of the RMS and ICS took account of the size and structure of the SUSS Group.

Details about risk management in the SUSS Group can be found in the risk report, which is part of the condensed management report. This includes the report on the accounting-related ICS and RMS required by the German Commercial Code (HGB). It also includes a description of the key features of the overall ICS and RMS, including the CMS, and a formal statement regarding their appropriateness and effectiveness.

Transparency and Communication

SUSS MicroTec SE provides regular and timely information to shareholders, analysts, shareholder associations, the media, and interested members of the public about current business developments and the Group's position.

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 SUSS strives to inform all target groups on an equal and timely basis and thereby maximize transparency and equality of opportunity in the capital markets. In addition to quarterly statements, half-yearly, and annual reports,

the Company uses telephone conferences, investor conferences, roadshows, and webpages to inform shareholders, institutional investors, analysts, and other interested parties about developments in the Group.

Sustainable Governance

As a responsible business, we aim to act sustainably and make a positive contribution to future generations through our solutions and sustainable governance. This is why we incorporate social, economic, and environmental factors into our business decisions. For us, thinking and acting sustainably includes the responsible use of natural resources, treating one another with respect, providing equal opportunity for all our employees, and acting in accordance with the law. We firmly believe that business decisions that attach due importance to sustainability help to unlock new growth potential.

Responsibility for sustainability lies with the Management Board as a whole, while operational responsibility for ESG (Environment, Social, and Governance) matters is assigned to the CFO. Responsibility for implementing the comprehensive sustainability program lies with the ESG Team. The Team is made up of employees with operational duties in areas in which environmental, social, and governance issues are especially important. It meets regularly under the leadership of our ESG Manager, who reports directly to the CFO. Sustainability targets are determined jointly with the Management Board as a whole and with the operating and functional departments and are then formally adopted by the Management Board.

Working Procedures and Composition of the Management Board, Supervisory Board, and Committees

SUSS MicroTec SE is a European company (Societas Europaea/ SE). As such, it is governed primarily by European SE regulations and the German SE Implementation Act, which have priority of application over German stock corporation law. 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 in a sustainable

manner while providing employees with an attractive workplace. The work of the Management Board, Supervisory Board, and Supervisory Board committees is governed by the bodies' respective bylaws. The composition of the Management Board and Supervisory Board is guided by a defined diversity concept and its objectives.

Composition and Working Procedures of the Management Board

The Management Board of SUSS MicroTec SE has three members, and, as of December 31, 2024, consisted of three members who jointly manage the business and have equal status on the Board.

Name	Function	Member since	Appointed until
Burkhardt Frick	Chief Executive Officer	September 11, 2023	September 10, 2026
Dr. Cornelia BallwieBer	Chief Financial Officer	July 1, 2023	June 30, 2026
Dr. Thomas Rohe	Chief Operations Officer	May 1, 2021	April 30, 2027

The Management Board oversees the Company's operations. The members of the Management Board have a duty to safeguard and promote the Company's interests. This duty also exists under law if, among other things, members of the Management

Board sit on oversight bodies such as a supervisory board or a board of directors at SUSS MicroTec Group companies. 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 matters such as business policy, including the sustainability strategy, and all relevant issues related to planning, business development, risk position, risk management, and compliance on a regular, prompt, and comprehensive basis.

The Management Board is also responsible for drawing up the Company's quarterly and interim reports, as well as the annual financial statements and management reports of the SUSS MicroTec SE and the Group. 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.

The Chair of the Management Board is responsible for, among other things, setting targets, monitoring their achievement, and, if necessary, initiating the requisite measures, coordinating the Management Board, dealing with fundamental issues, reaching agreement with the Supervisory Board, representing the Company to the authorities and the public, and chairing Management Board meetings.

Management Board meetings are held regularly, usually once a week. They can also be held as part of meetings between the Management Board and the rest of the management team. Management Board meetings are called (if necessary) and chaired by the Chair of the Management Board. They have to be called if a Management Board member demands that they be called. The Management Board's work and its collaboration with the Supervisory Board are governed by the Management Board bylaws. The bylaws are published on www.suss.com in the "Corporate Governance" section.

Remuneration of the Management Board

On March 29, 2022, the Supervisory Board of SUSS MicroTec SE adopted a revised remuneration system for the Management Board members, which was approved by the Annual General Meeting on May 31, 2022, by a majority of 98.35 percent of votes cast. The remuneration system is applicable to all new or extended service contracts with Management Board members and applies to the contracts of the current Management Board team (CEO Burkhardt Frick, CFO Dr. Cornelia Ballwieser, and COO Dr. Thomas Rohe).

The Remuneration Report for the 2024 financial year and the audit opinion pursuant to Section 162 AktG, the current remuneration system for Management Board members pursuant to Section 87a (1) AktG, and the most recent resolution of the Annual General Meeting pursuant to Section 113 (3) AktG on the

remuneration of Supervisory Board members and the underlying remuneration system are published on the following website in the "Corporate Governance" section under the heading "Remuneration of Board Members": <https://www.suss.com/en/investor-relations/corporate-governance>

Composition and Working Procedures of the Supervisory Board and Its Committees

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 discusses and evaluates the quarterly and interim reports and approves the annual financial statements of SUSS MicroTec SE, the Group financial statements, and the condensed management report, taking into account the reports and findings of the auditor. Its responsibilities also include monitoring the Company's compliance with legal provisions, government regulations, and internal corporate policies. Significant business events require its approval. The Management Board also has a duty to inform the Supervisory Board of all material 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. As the thresholds set in the SUSS MicroTec SE employee participation agreement have not yet been met,

the Supervisory Board of SUSS MicroTec SE is currently composed of shareholder representatives only.

In accordance with the articles of incorporation, the Supervisory Board of SUSS MicroTec SE is composed of five members who are appointed by the Annual General Meeting. In the 2024 financial year, the Supervisory Board was composed of five members, with no changes in membership throughout the year.

Apart from Jan Smits's term of office, which will end upon the conclusion of the ordinary Annual General Meeting in 2025, the current terms of the Supervisory Board members will end upon the conclusion of the ordinary Annual General Meeting in 2026.

The Chair of the Supervisory Board represents the Supervisory Board externally and vis-à-vis the Management Board and issues statements on behalf of the Supervisory Board. If a statement is to be made to the Supervisory Board, it suffices if it is made to the Chair. In all other matters, the Chair has the duties and rights set forth by law, the articles of incorporation, and the Company bylaws for the Supervisory Board. The Chair maintains regular contact with the Management Board, and in particular with the Chief Executive Officer, and consults with them on matters including the strategy, business development, and risk management of the

Company and the Group. The Chief Executive Officer immediately informs the Chair of the Supervisory Board about business transactions that may have a significant influence on the situation of the Company and/or its affiliated companies. The Chair then informs the Supervisory Board and, if necessary, convenes an extraordinary Supervisory Board meeting. The Supervisory Board has adopted Company bylaws that are published on the Company's website: <https://www.suss.com/en/investor-relations/corporate-governance>

Composition of the Supervisory Board

Name	Function	Member since	Appointed until
Dr. David Dean	Chair of the Supervisory Board, Chair of the Personnel and Nomination Committee, financial expert for financial reporting	May 20, 2020	AGM 2026
Dr. Myriam Jahn	Deputy Chair of the Supervisory Board, Chair of the ESG Committee	May 31, 2017	AGM 2026
Dr. Bernd Schulte	Member of the Supervisory Board	November 6, 2020	AGM 2026
Jan Smits	Member of the Supervisory Board	May 20, 2020	AGM 2025
Prof. Dr. Mirja Steinkamp	Chair of the Audit Committee, financial expert for auditing	March 4, 2022	AGM 2026

Supervisory Board Committees

The Supervisory Board of SUSS MicroTec SE has formed three committees: a Personnel and Nomination Committee (which also functions as the Remuneration Committee), an Audit Committee, and an ESG Committee. The committees consist of at least three members, but they do not make decisions on behalf of the Supervisory Board; instead, they prepare its decisions. The various committee chairs report regularly to the Supervisory Board on the work being done by the committees. The duties and basic principles of the work of the committees are laid down in separate Company bylaws.

The **Audit Committee** performs the tasks required by law and recommended by the GCGC. Its tasks include monitoring the financial and non-financial/sustainability reporting process, the effectiveness and adequacy of the ICS and RMS, internal audit, and the CMS, as well as the audit of the financial statements, particularly auditor selection and independence, the quality of the audit, and any additional services provided by the statutory auditor.

The members of the Audit Committee December 31, 2024, were as follows, with no changes since that date:

- Prof. Dr. Mirja Steinkamp (Chair, financial expert for auditing)
- Dr. David Dean (financial expert for financial reporting)
- Dr. Bernd Schulte
- Jan Smits

The **Personnel and Nomination Committee** makes proposals to the Supervisory Board regarding suitable candidates for election to the Supervisory Board. It also regularly reviews the requirements profile for the Supervisory Board and identifies suitable individuals as potential candidates. The Personnel and Nomination Committee also deals with matters concerning the Management Board and drafts the Supervisory Board resolutions relating to personnel and remuneration.

The Members of the Personnel and Nomination Committee as of December 31, 2024, were as follows, with no changes since that date:

- Dr. Myriam Jahn (Chair)
- Prof. Dr. Mirja Steinkamp
- Jan Smits

The third committee established by the Supervisory Board is the **ESG Committee**. The ESG Committee monitors and advises on the Company's environmental and sustainability programs, as well as on social and governance guidelines. It provides advice on the non-financial/sustainability reporting process and proposes targets in this regard for adoption by the Personnel and Nomination Committee in connection with Management Board remuneration.

The members of the ESG Committee were as follows on December 31, 2024, with no changes since that date:

- Dr. Myriam Jahn (Chair)
- Prof. Dr. Mirja Steinkamp
- Jan Smits

Self-Assessment of the Supervisory Board and Its Committees

The bylaws of the Supervisory Board require the Board and its committees to review the efficiency with which they perform their duties at least once a year in the form of a self-assessment. The main topics of the efficiency review performed in accordance with the Supervisory Board bylaws were:

- The processes within the Supervisory Board and its committees
- The quality of the discussion
- The focus of the various bodies
- The need to establish additional committees

In the course of a Supervisory Board meeting on February 16, 2024, the Supervisory Board conducted a self-assessment in accordance with the recommendation of the GCGC to examine how effectively the full Supervisory Board and its committees performed their duties. The efficiency of the activities of the full Supervisory Board and its committees is evaluated regularly by all members using questionnaires and checklists. The self-assessment in 2024 was conducted by way of a wide-ranging questionnaire and extensive discussion on the Supervisory Board.

Independence of Supervisory Board Members

According to the current version of the GCGC, the Supervisory Board should include what it considers to be a sufficient number of independent members. All members of the SUSS MicroTec SE Supervisory Board are considered independent and have presented a written statement of independence to the Company.

Remuneration of the Supervisory Board

The remuneration of the Supervisory Board members is set out in Section 20 of the articles of incorporation of SUSS MicroTec SE as follows:

“(1) The Supervisory Board members receive a fixed annual remuneration of € 45,000.00. The Chair of the Supervisory Board receives 2.0 times and the Deputy Chair 1.5 times the remuneration granted in accordance with Section 20(1)(1) of the articles of incorporation. In addition, each member of the Audit Committee receives an annual fixed remuneration of € 15,000.00, each member of the Personnel Committee receives an annual fixed remuneration of € 10,000.00, and each member of other committees established by the Supervisory Board receives an annual fixed remuneration of € 10,000.00 per committee. The Chairs of the committees each receive 2.0 times the aforementioned amounts. If a Supervisory Board member belongs to two committees at the same time, only the highest-paid committee membership is remunerated in addition to the fixed annual remuneration pursuant to Section 1. If a Supervisory Board member belongs to more than two committees at the same time, only the committee membership in the two highest-paid committees is paid in addition to the fixed annual remuneration pursuant to Section 1.

(2) In addition, each Supervisory Board Member receives an attendance fee of € 1,000.00 for participating in meetings of the Supervisory Board and meetings of a committee of which he or she is a member, whether held in person or by audio/videoconference or the like. Multiple meetings held on the same day (regardless of whether they are Supervisory Board or committee meetings) are not remunerated more than once.”

The remuneration systems for the members of the Management and Supervisory Board are available on the following website under the heading “Remuneration of the Management and Supervisory Board”: <https://www.suss.com/en/investor-relations/corporate-governance>

The annual remuneration reports pursuant to Section 162 of the German Stock Corporation Act (Aktiengesetz, AktG) are published in the same place.

Supervisory Board Targets and Criteria Regarding Its Composition

In accordance with the articles of incorporation, the SUSS MicroTec Supervisory Board currently consists of five members. The Supervisory Board has drawn up a requirements profile for the Company, taking into account the legal requirements and the

recommendations of the GCGC. The requirements profile comprises a competence profile together with specific targets for the composition of the Supervisory Board, in accordance with GCGC Recommendation C.1 and the Supervisory Board diversity concept pursuant to Section 289f (2)(6) HGB.

The age limit set by the Supervisory Board for its members is 75 years. This is taken into account in the Supervisory Board's proposals to the Annual General Meeting.

In its bylaws, the Supervisory Board has set a maximum term of office of twelve years for Supervisory Board members. In SUSS's view, however, limiting how long an individual may serve on the Supervisory Board is not conducive to the Board's independence or to the responsible performance of its duties. 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, members can gain valuable Company-specific experience and knowledge that can be used to the Company's benefit.

When candidates for election to the Supervisory Board are proposed to the Annual General Meeting, account is taken of the Supervisory Board requirements profile, comprising the skill profile together with the specific targets for the composition of the

Supervisory Board and the Supervisory Board diversity concept. Attention is paid in particular to the legally mandated gender quota but also to criteria such as age and personal experience, such as education, training, and professional experience. The age limit for Supervisory Board members has been laid down in the Supervisory Board bylaws in accordance with GCGC Recommendation C.2. The implementation status in regard to the skill profile, specific composition targets, diversity, and length of service are set out in this Corporate Governance Declaration.

The Supervisory Board should 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 SUSS MicroTec SE. The Supervisory Board skill profile contains concrete requirements that must be met in order to ensure sound advice and supervision. These apply not only to individual Supervisory Board members but also to the expertise of the body as a whole.

Supervisory Board Skill Profile and Qualification Matrix

The Supervisory Board of SUSS MicroTec SE aims not only to fulfill its duty of oversight but also to provide expert advice to the Company's Management Board through the knowledge,

skills, and professional experience of its members. The Supervisory Board of SUSS MicroTec SE therefore defined concrete objectives for its composition several years ago and developed a comprehensive skill profile that it regularly reviews and updates. The most recent review took place in January 2025.

The Supervisory Board of SUSS 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 inside and outside the semiconductor market
- Commitment
- Analytical and systematic thinking, as well as vision
- Openness to new ideas and innovative thinking
- Negotiation and reasoning skills
- Social skills
- The capacity to act as a team player, especially given the need for interdisciplinary collaboration
- Appreciation of cultural diversity

Availability and independence, as defined by the GCGC, are essential conditions of service.

The overall Supervisory Board should have industry and Company-specific 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 members. An overview of the relevant requirements and qualifications of the Supervisory Board, as well as coverage of the skill profile, is presented in the following matrix and on our website at: <https://www.suss.com/en/company/organization>.

In the following overview, three check marks indicate that the Supervisory Board member has expert knowledge and is able to understand and classify relevant facts and make the informed decision necessary for exercising the control function due to the existing qualifications, further training and, if applicable, many years of experience as a Supervisory Board member.

Two check marks indicate that the Supervisory Board member has extended expertise and is able to understand and classify relevant facts and make the informed decision necessary for the exercise of the control function due to the experience acquired through existing qualifications, further training and, if applicable, many years of service on the Supervisory Board.

One check mark indicates that the Supervisory Board member has basic knowledge in the respective area, which enables them to understand relevant issues and make informed decisions.

In the "General suitability" section, a dot indicates that the relevant criterion has been met.

Qualification Matrix for the Supervisory Board and Status of the Implementation of the Competency Profile

Qualification matrix for the Supervisory Board	Dr. David Dean	Dr. Myriam Jahn	Dr. Bernd Schulte	Jan Smits	Prof. Dr. Mirja Steinkamp
Length of membership:					
Member since	May 20, 2020	May 31, 2017	November 6, 2020	May 20, 2020	March 4, 2022
Elected until	SM 2026	SM 2026	SM 2026	SM 2025	SM 2026
Diversity:					
Year of birth	1958	1968	1962	1954	1970
Gender	Male	Female	Male	Male	Female
Educational background	British/German	German	German	Dutch	German
Educational background	PhD Physics	PhD Business Informatics, Master's degree Electronic Engineering	PhD Physics	M.A. Mechanical Engineering	PhD/Professor of Auditing and Management
General suitability:					
No overboarding ¹	●	●	●	●	●
Independence ²	●	●	●	●	●

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Qualification Matrix for the Supervisory Board and Status of the Implementation of the Competency Profile

Qualification matrix for the Supervisory Board	Dr. David Dean	Dr. Myriam Jahn	Dr. Bernd Schulte	Jan Smits	Prof. Dr. Mirja Steinkamp
Professional knowledge and experience³⁾:					
Senior-level management experience in a technology company	✓✓✓	✓✓✓	✓✓✓	✓✓✓	✓
Experience in the semiconductor and semiconductor equipment sector	✓✓✓	✓✓	✓✓✓	✓✓✓	✓✓
International experience in SUSS's main sales markets	✓✓✓	✓✓	✓✓✓	✓✓✓	✓
Expertise in strategy development and implementation in the technology sector	✓✓✓	✓✓✓	✓✓✓	✓✓	✓✓
Expertise in digital transformation, IT, cybersecurity, and artificial intelligence	✓✓	✓✓✓	✓✓	✓✓	✓✓
Expertise in innovation, product design, and R&D processes	✓✓	✓✓	✓✓✓	✓✓✓	✓
Experience in sales, marketing, and after-sales service in the machinery and plant engineering business	✓✓	✓✓✓	✓✓✓	✓✓✓	✓
Expertise in production in the machinery and plant engineering business	✓	✓✓	✓✓✓	✓✓✓	✓
Experience of international HR planning and management	✓✓✓	✓✓	✓✓	✓✓	✓

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Qualification Matrix for the Supervisory Board and Status of the Implementation of the Competency Profile

Qualification matrix for the Supervisory Board	Dr. David Dean	Dr. Myriam Jahn	Dr. Bernd Schulte	Jan Smits	Prof. Dr. Mirja Steinkamp
Knowledge of relevant legal and regulatory background	✓	✓✓	✓✓	✓	✓✓✓
Experience of M&A, joint ventures, capital markets, and business finance	✓✓✓	✓✓	✓✓✓	✓✓	✓✓✓
Experience of sustainability issues (ESG)	✓✓	✓✓✓	✓✓✓	✓✓✓	✓✓✓
Experience with corporate governance systems	✓✓✓	✓✓	✓✓✓	✓✓	✓✓✓
Expertise in financial accounting, financial reporting, and non-financial/sustainability reporting ⁴	✓✓✓	✓✓	✓✓	✓	✓✓✓
Expertise in auditing and in the review of non-financial/sustainability reporting ⁴	✓✓	✓	✓✓✓	✓	✓✓✓

1 As referred to in Recommendations C.4 and C.5 of the GCGC, version dated April 28, 2022.

2 As referred to in Recommendations C.6, C.7, and C.9 of the GCGC, version dated April 28, 2022.

3 Professional experience and experience are described in detail in the Supervisory Board requirements profile. The requirements profile is published on the website www.suss.com under "Investor Relations" in the "Corporate Governance" subsection.

4 As referred to in Section 100 (5) AktG and in accordance with Recommendation D.3 of the GCGC, version dated April 28, 2022.

The composition of the Supervisory Board in 2024 was in line with the Supervisory Board requirements profile. This is unchanged at the time of writing. Dr. David Dean has been 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. Dr. David Dean serves as the financial expert for financial reporting on the Audit 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 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.

Prof. Mirja Steinkamp, who has been a Supervisory Board member since March 4, 2022, has been the financial expert for auditing 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. She is an expert in auditing and possesses an extensive knowledge of financial reporting.

The Supervisory Board considers its composition to be appropriate in regard to the targets that have been set and the Company's current situation.

Diversity Concept

Diversity is generally an important requirement for maintaining competitiveness and achieving sustainable corporate success. The diversity concept has the following objectives:

- Sufficient diversity of expertise among senior executives will generate a broad spectrum of experience and varying perspectives that can be used for the benefit of the Company.
- Increasing internationalization requires the management of diverse teams whose members not only have different cultural backgrounds but also different ages, genders, and educational backgrounds.
- 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.

The Supervisory Board has drawn up a diversity concept for the Management Board and the Supervisory Board. The Supervisory Board diversity concept forms part of the Supervisory Board requirements profile. It is published on the website www.suss.com under "Investor Relations" in the "Corporate Governance" subsection. The Management Board diversity concept is part of this Corporate Governance Declaration.

Supervisory Board

The overall Supervisory Board should have industry- and 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 members.

The Supervisory Board has drawn up a diversity concept for the composition of its members. The Supervisory Board aims to achieve sufficient diversity among its membership in terms of gender, educational and professional background, and age groups, as well as a diversity of nationalities, personalities, skills, and experience. The following criteria are taken into account:

- The Supervisory Board as a whole should have a balanced age structure and should thus include both younger members in the course of their careers and older members with professional and life experience.
- Elections to the Supervisory Board should ensure that the Board has both female and male members, as well as ensure that they possess the appropriate personal and professional skills. The membership should conform to the applicable legal requirements and to the targets set on the basis of the Act for the Equal Participation of Women and Men in Management Positions.
- The Supervisory Board should consist of persons who possess, in addition to their personal and professional skills, the widest possible range of educational and professional backgrounds, including expertise and experience in technical, commercial, legal, and other academic educations and professions.
- At least two of the shareholder representatives should have long-standing international experience in SUSS's purchasing and sales markets.

The implementation of the Supervisory Board diversity concept is shown in the qualification matrix in the preceding section. The composition of the Supervisory Board in 2024 was in line with the

targets pursued in the Supervisory Board diversity concept. Dr. David Dean and Jan Smits provide international expertise, while two women – Dr. Myriam Jahn and Prof. Dr. Mirja Steinkamp – hold important positions on the Board. Dr. Bernd Schulte fills out the diversity profile as a high-level industry expert and former board member of a listed semiconductor equipment manufacturer based in Germany.

The requirements of the diversity concept and skill profile are taken into account in the selection of candidates for the Supervisory Board and the corresponding proposals presented to the Annual General Meeting. In the context of succession planning, searches for suitable candidates have been and will be conducted internationally.

Management Board

As required by the GCGC, SUSS gives regular consideration to the issue of diversity in management. Management Board members should have relevant experience in leading listed companies with international operations and present a balanced mix of ages and genders. Key criteria for the Company are the technical skills required for the position to be filled, the personality of the potential candidates, and their track record of achievements. 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 a variety of complementary skills and personality profiles. Depending on the Company's current situation, it may make sense to review or re-weight individual criteria.

Members of the Management Board should, among other things:

- Have extensive years of leadership experience, ideally international
- Have different specialist qualifications and 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 role
- Have experience in the areas of strategic corporate planning as well as M&A
- Have specialist knowledge in public interest entities, compliance, and risk management, and in the case of the Chief Financial Officer role, experience with financial accounting and auditing
- Provide an appropriate combination of ages and genders across the entire Management Board

The aim of the Management Board diversity concept is to consciously use the diversity of perspectives, qualifications, and experience to maintain SUSS's competitiveness and achieve lasting commercial success. A balanced employee structure in terms of age, gender, and origin also fosters understanding within the Company of the wide-ranging expectations of international customers.

The search for and the subsequent selection of applicants for a Management Board position are conducted in accordance with non-discrimination policies. When selecting suitable candidates, the Supervisory Board already takes into account the aforementioned diversity criteria and targets, as well as the candidates' personalities, international management experience, educational and professional background, and age and gender.

The composition of the Management Board in 2024 was and continues to be in line with the diversity concept for the Management Board. The diversity of the Management Board is reflected above all in the different biographies and professional backgrounds. Burkhardt Frick, an internationally experienced manager with excellent sector, market and technology knowledge, is the Chairman of the Management Board. He also has extensive experience in the field of strategic corporate planning. Chief Financial Officer Dr. Cornelia Ballwießer brings profound knowledge and experience in the areas of financial market communication,

accounting, financial reporting, controlling and finance from various career stages, including on the management boards of other listed companies. She also has extensive experience in strategic corporate planning, M&A and governance functions. She is very familiar with the products and the sector in which SUSS is active. She knows the geographical markets very well. As Chief Operations Officer, Dr. Thomas Rohe has excellent knowledge of SUSS' technologies and the field of research and development in the semiconductor industry. As an experienced manager, he also has extensive experience in the internal organization of operational processes and the strategic planning and control of international companies. Thanks to his long career, he is very familiar with the geographical markets and the sector in which SUSS is active.

Act for the Equal Participation of Women and Men in Management Positions

As set out in the diversity concept, SUSS strives to increase diversity in the Company and thus the proportion of women and the range of international backgrounds in its workforce and management. The first duty of the Management and Supervisory Boards is to ensure that personnel are technically qualified and personally suitable.

Under the German Stock Corporation Act, the Supervisory Board sets targets for the proportion of women on the Supervisory Board and Management Board. The Management Board sets targets for the proportion of women on the two management levels below the Management Board. If women hold less than 30 percent of these positions when the targets are set, the target figures must not fall below the proportion already achieved.

At its meeting on March 2, 2022, the Supervisory Board of SUSS MicroTec SE resolved that, with effect from July 1, 2022, two of its five members for the period until June 30, 2027, should be female. This translates into a target quota of 40.0 percent women. The Supervisory Board further ruled that, with effect from July 1, 2022, one of the three members of the Management Board for the period until June 30, 2027, should be female. This translates into a target quota of 33.3 percent women.

Body	Targeted share of women by June 30, 2027	Share of women as of December 31, 2024	Determined by
Supervisory Board	40.0%	40.0%	Supervisory Board
Management Board	33.3%	33.3%	Supervisory Board

The Management Board of SUSS MicroTec SE wishes to specifically promote women and decided on February 16, 2022, with

effect from July 1, 2022, that women will constitute 36 percent of the first and second management levels below the Management Board at SUSS MicroTec SE by June 30, 2027.

Management level ¹	Targeted share of women by June 30, 2027	Share of women as of December 31, 2024	Determined by
First management level	36.0%	40.0%	Management Board
Second management level	36.0%	50.0%	Management Board

¹ Relative to the organizational structure of SUSS MicroTec SE (including staff positions)

The target for the first management level was achieved as of December 31, 2024, at 40.0 percent. The gender target for the second management level was also achieved as of December 31, 2024, at 50.0 percent.

Long-Term Succession Planning

One of SUSS MicroTec's key business segments is the high-precision replication of microstructures in the area of semiconductor manufacturing. As a listed company with nearly 75 years of international industry experience, 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 SUSS 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 whom the Management Board, based on the experience of regular collaboration, considers to have proven themselves 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 SUSS's perspective, a candidate's qualifications are the primary criterion 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 possess diverse and complementary skill sets and personality traits overall. With this in mind, the Supervisory Board has drawn up 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 Supervisory Board candidates is laid down in the bylaws of the Supervisory Board and is 65 years at the age of appointment.

Directors' Dealings (Transactions by Persons Discharging Managerial Responsibility)

Under Article 19 of Regulation (EU) no. 596/2014 of the European Parliament and of the Council of April 16, 2014, on market abuse (the Market Abuse Regulation), persons discharging managerial responsibilities at SUSS MicroTec SE (members of the Management and Supervisory Boards) and persons closely associated with them are legally obliged to notify their transactions in SUSS MicroTec SE shares or financial instruments linked thereto (including derivatives) to the German Federal Financial Supervisory Authority (BaFin), insofar as the value of the transactions carried out within a calendar year reaches the sum of €20,000.

All notifiable trades have been published in accordance with the legal regulations on the website www.suss.com under "Investor Relations" in the "Directors' Dealings" subsection.

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