

**Annual General Meeting 2025**

# **Further information regarding shareholders' rights**

***Note:** This is a translation of the further explanations of shareholders' rights. SUSS has made every effort to ensure a faithful translation. Only the German version of this document is binding.*

Additional Information

## **Further explanations on the rights of shareholders in accordance with Art. 56 sentence 2 and sentence 3 SE Regulation, § 50 para. 2 SEAG, §§ 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG**

### **1. Supplementary request pursuant to Art. 56 SE Regulation, § 50 para. 2 SEAG, § 122 para. 2 AktG**

Pursuant to Section 122 (2) AktG, shareholders whose shares together amount to one twentieth of the share capital or a proportionate amount of EUR 500,000.00 (the latter corresponds to 500,000 shares) may request that items be placed on the agenda and published. This quorum is required in accordance with Art. 56 sentence 3 of the SE Regulation in conjunction with Section 50 para. 2 SEAG for requests for additions to the agenda by shareholders of a European Company (SE). In addition, the Annual General Meeting can reduce the maximum remuneration for the Management Board stipulated in Section 87a para. 1 sentence 2 no. 1 AktG in accordance with Section 87 para. 4 AktG upon request in accordance with Section 122 para. 2 sentence 1 AktG. Each new item must be accompanied by a statement of reasons or a draft resolution.

The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will continue to hold the shares until the Management Board's decision on the request and, if the request is not granted by the Management Board, until the court's decision on the supplementary request. When calculating these 90 days, certain offsetting options exist in accordance with Section 70 AktG, to which explicit reference is made. Furthermore, the provisions of Section 121 (7) AktG apply accordingly when calculating the deadline.

Requests for additions to the agenda together with the reasons or draft resolutions as well as proof of share ownership must be submitted in writing (Section 126 BGB) or in electronic form, i.e. using a qualified electronic signature (Section 126a BGB), to the Management Board of SUSS MicroTec SE and must be received by the Company at least 30 days before the Annual General Meeting (not including the day of the Annual General Meeting and the day of receipt), i.e. no later than May 3, 2025, 24:00 hours (CEST), at the following address

**SUSS MicroTec SE**  
The Management Board  
Schleißheimer Straße 90  
85748 Garching, Germany

or, if electronic form is used, by adding the name of the requesting shareholder(s) with a qualified electronic signature to the e-mail [ir@suss.com](mailto:ir@suss.com). Requests for supplements received at a later date will not be considered.

Motions to add items to the agenda or additions to the agenda that are to be announced will be published in the Federal Gazette immediately upon receipt of the request and forwarded for publication to media outlets that can be expected to disseminate the information throughout the European Union, unless they have already been announced when the meeting is convened. They will also be made available on the company's website at <https://www.suss.com/de/investor-relations/hauptversammlung>.

The provisions of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) ("SE Regulation"), the German SE Implementation Act ("SEAG") and the German Stock Corporation Act ("AktG") on which this shareholder right is based are as follows:

**„Art. 56 SE Regulation Additions to the agenda**

*The addition of one or more items to the agenda for a General Meeting may be requested by one or more shareholders, provided that their share of the subscribed capital is at least 10%. The procedures and deadlines for this request shall be determined in accordance with the national law of the state in which the SE has its registered office or, in the absence of such provisions, in accordance with the SE's Articles of Association. The statutes or the law of the state in which the registered office is situated may provide for a lower percentage under the same conditions as apply to public limited companies.*

**Section 50 SEAG Convening and supplementing the agenda at the request of a minority (excerpt)**

*(2) The addition of one or more items to the agenda for an Annual General Meeting may be requested by one or more shareholders if their shareholding reaches 5 percent of the share capital or the proportionate amount of EUR 500,000.*

### Section 122 AktG Convening a meeting at the request of a minority

- (1) *The Annual General Meeting shall be convened if shareholders whose shares together amount to one-twentieth of the share capital request that it be convened in writing, stating the purpose and reasons; the request must be addressed to the Management Board. The Articles of Association may link the right to request the convening of the Annual General Meeting to another form and to the holding of a lower proportion of the share capital. The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Management Board decides on the request. § Section 121 (7) shall apply accordingly.*
- (2) *In the same way, shareholders whose shares together amount to one-twentieth of the share capital or a proportionate amount of EUR 500,000 may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request within the meaning of sentence 1 must be received by the company at least 24 days, in the case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included.*
- (3) *If the request is not complied with, the court may authorize the shareholders who made the request to convene the Annual General Meeting or to announce the matter. At the same time, the court may appoint the chairman of the meeting. Reference must be made to the authorization when the meeting is convened or announced. An appeal may be lodged against the decision. The applicants must prove that they hold the shares until the court's decision.*
- (4) *The company shall bear the costs of the Annual General Meeting and, in the case of paragraph 3, also the court costs if the court has granted the application.*

### Section 87 AktG Principles for the remuneration of Management Board members (excerpt)

- (4) *The Annual General Meeting may reduce the maximum remuneration determined in accordance with section 87a para. 1 sentence 2 no. 1 upon application in accordance with section 122 para. 2 sentence 1.*

**Section 87a AktG Remuneration system for listed companies (excerpt)**

- (1) *The Supervisory Board of the listed company shall adopt a clear and comprehensible remuneration system for the members of the Management Board. This remuneration system shall contain at least the following information, but only to the extent that remuneration components are actually provided for:*
- 1. the determination of a maximum remuneration of the members of the Management Board; (...)*

**Section 124 AktG Announcement of requests for supplements; proposals for resolutions (excerpt)**

- (1) *If the minority has requested that items be placed on the agenda in accordance with § 122 para. 2, these must be announced either when the meeting is convened or otherwise immediately after receipt of the request; § 121 para. 4 applies accordingly; in addition, § 121 para. 4a applies accordingly for listed companies. Announcement and forwarding must be carried out in the same way as for the convocation.*

### Section 121 AktG General (excerpt)

*(4) The convening notice must be published in the company gazettes. If the shareholders of the company are known by name, the Annual General Meeting may be convened by registered letter, unless otherwise stipulated in the Articles of Association; the date of dispatch shall be deemed the date of announcement. Notification to those entered in the share register is sufficient.*

*(4a) In the case of listed companies which have not exclusively issued registered shares or which do not send the convening notice to shareholders directly in accordance with paragraph 4 sentence 2, the convening notice shall be forwarded for publication at the latest at the time of announcement to such media as can be expected to disseminate the information throughout the European Union.*

*(7) In the case of deadlines and dates that are calculated back from the meeting, the day of the meeting shall not be included.*

*A postponement from a Sunday, a Saturday or a public holiday to a preceding or subsequent working day shall not be considered. Sections 187 to 193 of the German Civil Code shall not apply accordingly. In the case of non-listed companies, the articles of association may stipulate a different calculation of the deadline.*

### Section 70 AktG Calculation of the shareholding period

*If the exercise of rights arising from the share is dependent on the shareholder having held the share for a certain period of time, a claim for transfer of ownership against a credit institution, a financial services institution, a securities institution or a company operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act shall be deemed equivalent to ownership. The period of ownership of a legal predecessor shall be attributed to the shareholder if he has acquired the share free of charge, from his trustee, as universal successor, in the event of a community settlement or in the event of a portfolio transfer pursuant to Section 13 of the Insurance Supervision Act or Section 14 of the Building Societies Act."*

## 2. Motions and nominations by shareholders pursuant to Sections 126 (1) and 127 AktG

Shareholders may also send the company countermotions to proposals by the Management Board and/or Supervisory Board on specific agenda items in accordance with Section 126 para. 1 AktG and proposals for the election of Supervisory Board members or auditors in accordance with Sections 127 sentence 1, 126 para. 1 AktG.

Pursuant to Section 126 para. 1 AktG, shareholder motions, including the name of the shareholder, any justification and any statement by the management, must be made available to the beneficiaries specified in Section 125 para. 1 to 3 AktG under the conditions specified therein if the shareholder has sent a counter-motion against a proposal by the Management Board and/or Supervisory Board on a specific item on the agenda (together with any justification) to the following address or e-mail address at least 14 days before the Annual General Meeting of the company. The day of receipt shall not be counted. The last possible date of receipt is **May 19, 2025, 24:00 hours (CEST)**.

Countermotions (together with any reasons) and election proposals from shareholders must be sent exclusively to the following address or e-mail address, stating the name of the shareholder:

**SUSS MicroTec SE**  
Investor Relations  
Schleißheimer Straße 90  
85748 Garching, Germany  
Or via e-mail: [ir@suss.com](mailto:ir@suss.com)

Countermotions and election proposals addressed otherwise will not be considered.

The right of every shareholder to submit countermotions to the various items on the agenda during the Annual General Meeting, even without prior submission to the company, remains unaffected. We would like to point out that countermotions that have been submitted to the company in advance in due time will only be considered at the Annual General Meeting if they are submitted verbally.

Motions and election proposals from shareholders that are to be made accessible (including the name of the shareholder and any reasons) will be made accessible immediately on the company's website at <https://www.suss.com/de/investor-relations/hauptversammlung>, provided they meet the legal requirements, including the name of the shareholder. Any statements by the management will also be published at the above Internet address.

The company may refrain from making available a countermotion and its grounds as well as an election proposal if the requirements of Section 126 para. 2 AktG are met. Proposals for the election of Supervisory Board members or auditors are also only made accessible if they contain the name, profession and place of residence of the proposed person (Section 124 para. 3 sentence 4 AktG) and, in the case of proposals for the election of Supervisory Board members, information on their membership of other statutory supervisory boards within the meaning of Section 125 para. 1 sentence 5 AktG.

The provisions of the German Stock Corporation Act on which these shareholder rights are based, which also regulate the conditions under which counter-motions and election proposals may be dispensed with, are as follows:

**„Section 126 AktG Motions by shareholders (excerpt)**

- (1) *Shareholder motions, including the name of the shareholder, the reasons and any statement by the management, must be made available to the authorized persons specified in Section 125 (1) to (3) under the conditions specified therein if the shareholder has sent a counter-motion against a proposal by the Management Board and Supervisory Board on a specific item on the agenda, together with the reasons, to the address specified for this purpose in the notice convening the meeting at least 14 days before the meeting. The day of receipt shall not be counted. In the case of listed companies, access must be provided via the company's website. § Section 125 para. 3 applies accordingly.*
- (2) *A countermotion and its grounds need not be made accessible,*
  1. *if the Management Board would make itself liable to prosecution by making it accessible,*
  2. *if the counter-motion would lead to a resolution of the Annual General Meeting that is illegal or in breach of the Articles of Association,*
  3. *if the statement of grounds contains obviously false or misleading information in material respects or if it contains insults,*



4. *if a counter-motion of the shareholder based on the same facts has already been made available to a general meeting of the company in accordance with § 125,*
5. *if the same counter-motion of the shareholder with essentially the same grounds has already been made available to at least two Annual General Meetings of the company in the last five years in accordance with § 125 and less than one-twentieth of the share capital represented voted in favor of it at the Annual General Meeting,*
6. *if the shareholder indicates that he/she will not attend the Annual General Meeting and will not be represented, or*
7. *if the shareholder has not submitted or has not had a counter-motion submitted by him/her at two Annual General Meetings in the last two years.*

*The reasons need not be made accessible if they amount to more than 5,000 characters in total.*

- (3) *If several shareholders submit counter-motions on the same subject of the resolution, the Management Board may summarize the counter-motions and their reasons.*

[...]

### **Section 127 AktG Nominations by shareholders**

*Section 126 shall apply mutatis mutandis to the proposal of a shareholder for the election of Supervisory Board members or auditors. The nomination does not need to be substantiated. The Management Board does not need to make the nomination accessible even if the nomination does not contain the information pursuant to section 124 para. 3 sentence 4 and section 125 para. 1 sentence 5. The Management Board must include the following information in a shareholder's proposal for the election of Supervisory Board members of listed companies to which the Co-Determination Act, the Coal and Steel Industry Co-Determination Act or the Co-Determination Supplementary Act apply:*

1. *Reference to the requirements of Section 96 para. 2,*
2. *Indication of whether the overall fulfillment pursuant to Section 96 para. 2 sentence 3 was objected to and*
3. *Indication of how many of the seats on the Supervisory Board must be held by women and men in order to fulfill the minimum quota requirement pursuant to Section 96 para. 2 sentence 1.*

### Section 124 AktG Announcement of requests for supplements; proposals for resolutions (excerpt)

(3) ... *The proposal for the election of Supervisory Board members or auditors must state their name, profession and place of residence. ...*

### Section 125 AktG Notifications for shareholders and Supervisory Board members (excerpt)

(1) ... *In the case of listed companies, a proposal for the election of supervisory board members shall be accompanied by information on their membership of other supervisory boards required by law; information on their membership of comparable domestic and foreign supervisory bodies of commercial enterprises shall be included.*

### Section 137 AktG Voting on election proposals from shareholders

*If a shareholder has made a proposal for the election of Supervisory Board members in accordance with Section 127 and requests the election of the person proposed by him at the Annual General Meeting, a resolution shall be passed on his proposal before the proposal of the Supervisory Board if a minority of the shareholders whose shares together amount to one tenth of the share capital represented so request."*

## 3. Right to information pursuant to Section 131 (1) AktG

Upon request, the Management Board must provide each shareholder with information on company matters at the Annual General Meeting, insofar as this information is necessary for the proper assessment of an item on the agenda. The duty to provide information also extends to the company's legal and business relationships with affiliated companies as well as the situation of the Group and the companies included in the consolidated financial statements. The right to information can be exercised at the Annual General Meeting without the need for prior announcement or other notification. Requests for information must generally be made verbally during the discussion at the Annual General Meeting.

Under certain circumstances, the Management Board may refuse to provide information. The circumstances in which the Management Board is entitled to refuse to provide information are listed in the following excerpts from the provisions of the German Stock Corporation Act.

In addition, the chairman of the meeting is entitled to take various management and regulatory measures at the Annual General Meeting. This also includes the authorization to limit the shareholders' right to ask questions and speak for a reasonable period of time. The underlying provision in Section 24 (3) of the company's Articles of Association, which in sentence 1 makes use of the authorization in Section 131 (2) sentence 2 AktG reproduced below, reads as follows:

- (3) „The chairman of the meeting may impose reasonable time limits on the shareholders' right to ask questions and speak. In particular, he is authorized to set a reasonable time limit for the entire Annual General Meeting, for the individual agenda items or for the individual questions or speeches at the beginning of the Annual General Meeting or during its course.”*

The provisions of the German Stock Corporation Act on which the shareholders' right to information is based, which also regulate the conditions under which the Management Board is entitled to refuse to provide information, are as follows:

**„Section 131 Shareholder's right to information (excerpt)**

- (1) Upon request, the Management Board must provide each shareholder with information on company matters at the Annual General Meeting, insofar as this is necessary for a proper assessment of the agenda item. The duty to provide information also extends to the company's legal and business relationships with an affiliated company. If a company makes use of the exemptions pursuant to Section 266 para. 1 sentence 3, Section 276 or Section 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to them at the Annual General Meeting on the annual financial statements in the form that they would have without these exemptions. The duty of the Management Board of a parent company (Section 290 (1), (2) of the German Commercial Code) to provide information at the Annual General Meeting to which the consolidated financial statements and the Group management report are presented also extends to the situation of the Group and the companies included in the consolidated financial statements.*
- (1a) – (1f) (...)*
- (2) The information must comply with the principles of conscientious and faithful accountability. The articles of association or the rules of procedure in accordance with § 129 may authorize the chairman of the meeting to limit the shareholder's right to ask questions and speak for a reasonable period of time and to determine further details.*

- (3) *The Management Board may refuse to provide information,*
1. *insofar as the provision of the information is likely to cause a not insignificant disadvantage to the company or an affiliated company according to sound business judgment;*
  2. *insofar as it relates to tax valuations or the amount of individual taxes;*
  3. *on the difference between the value at which items have been recognized in the annual balance sheet and a higher value of these items, unless the Annual General Meeting approves the annual financial statements;*
  4. *on the accounting and valuation methods, insofar as the disclosure of these methods in the notes is sufficient to give a true and fair view of the net assets, financial position and results of operations of the company within the meaning of Section 264 (2) of the German Commercial Code. 2 of the German Commercial Code; this does not apply if the Annual General Meeting adopts the annual financial statements;*
  5. *if the Management Board would be liable to prosecution by providing the information;*
  6. *if, in the case of a credit institution or financial services institution, information on the accounting and valuation methods applied and offsetting in the annual financial statements, management report, consolidated financial statements or group management report need not be provided;*
  7. *if the information is continuously available on the company's website for at least seven days before the start of and during the Annual General Meeting.*

*Information may not be refused for other reasons.*

- (4) *If a shareholder has been provided with information outside the Annual General Meeting in his capacity as a shareholder, this information must be provided to any other shareholder at his request at the Annual General Meeting, even if it is not necessary for a proper assessment of the item on the agenda. ... The Management Board may not refuse to provide information in accordance with paragraph 3 sentence 1 nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (section 290 para. 1, 2 of the German Commercial Code), a joint venture (section 310 para. 1 of the German Commercial Code) or an associated company (section 311 para. 1 of the German Commercial Code) provides the information to a parent company (section 290 para. 1, 2 of the German Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.*
- (5) *If a shareholder is denied information, he may request that his question and the reason for which the information was denied be recorded in the minutes of the meeting. ..."*

Garching, Germany, April 2025

SUSS MicroTec SE  
**The Management Board**