

## **Declaration of compliance pursuant to Section 161 of the German Stock Corporation Law (AktG) regarding the recommendations of the “German Corporate Governance Code”**

**The Management Board and Supervisory Board of SUSS MicroTec SE declare in accordance with Section 161 (1) of the German Stock Corporation Law (AktG):**

Since the issuance of the last declaration of compliance in December 2019, SUSS MicroTec SE has complied with all the recommendations of the German Corporate Governance Code in the version of December 19, 2019 (published in the official section of the Federal Gazette on March 20, 2020), with the following exceptions, and will continue to comply with the recommendations with the following exceptions:

### **Transparency and external reporting (section F.2)**

The consolidated financial statements and the Group management report shall be publicly accessible within 90 days of the end of the financial year; interim reports shall be publicly accessible within 45 days of the end of the reporting period.

SUSS MicroTec SE published the consolidated financial statements for the 2019 fiscal year on April 2, 2020 and expects to publish the consolidated financial statements for the 2020 fiscal year on April 9, 2021. The Company is declaring a deviation from recommendation F2, given that both publication dates are outside the time frame recommended by the GCGC. However, SUSS MicroTec SE complies with the provisions of the Deutsche Börse’s Prime Standards as well as the provisions of the German Commercial Code (Section 325 HGB) and thus considers the publication of the consolidated financial statements to be timely. The Company endeavors to also comply with the recommendations of the GCGC for the publication of consolidated financial statements beginning in the 2022 fiscal year.

### **Remuneration of the Management Board (Section G.I.)**

Section G.I. of the German Corporate Governance Code 2020 contains new recommendations regarding remuneration of the Management Board compared to the previous year. The current remuneration system of SUSS MicroTec SE, which was approved by the Shareholders’ Meeting on June 15, 2016, does not entirely comply with the new regulations. Therefore, the Company is declaring a deviation from point G.I. as a precaution.

In particular, the current remuneration system does not comply with the following recommendations to their full extent: G.3 (peer-group comparison of Management Board salaries), G.4 (comparison of Management Board salaries with those of the highest management level), G.8 (exclusion of a subsequent change to objectives), G.10 (share-based Management Board remuneration and lock-up period of four years), G.11 (clawback option or retention of variable remuneration by the Supervisory Board), G.14 (change-of-control clause), G.16 (deductions to remuneration for external Supervisory Board mandates).

The Supervisory Board of SUSS MicroTec SE has commissioned an external remuneration expert with the development of a new remuneration system for Management Board members. It will serve as the basis for a new remuneration system for Management Board members that will be presented for approval at the Shareholders’ Meeting in 2021 and will include in particular the modified recommendations of the German Corporate Governance Code for future Management Board contracts. A provision will safeguard existing Management Board contracts.

Garching, Germany, December 2020

For the Management Board

For the Supervisory Board

Dr. Franz Richter  
Chief Executive Officer

Oliver Albrecht  
Chief Financial Officer

Dr. David Dean  
Chairman of the Supervisory Board