

Annual General Meeting 2026

**Disclosures required
by takeover law**

Disclosures Required by Takeover Law in Accordance with Section 289a and Section 315a of the German Commercial Code (HGB)

Composition of subscribed capital

As of December 31, 2025, the subscribed capital of the Company totaled € 19,115,538.00 (previous year: € 19,115,538.00). Equity capital is divided into 19,115,538 (previous year: 19,115,538) registered, no-par-value individual shares representing a pro-rata amount of € 1.00 per share. The shares are fully paid in. The same rights and obligations apply to all shares. Each share confers one vote at the Annual General Meeting and determines the shareholders' portion of the Company's profits. A shareholder in relation to the Company is only someone who is entered as such in the register of shareholders. Shareholders must provide the Company with the information necessary to be included in the share registry.

Restrictions with regard to voting rights or the transfer of shares

There are no restrictions with regard to voting rights or the transfer of shares, as stipulated by the Articles of Incorporation. We are also not aware of the existence of such agreements between shareholders.

Investments in capital that exceed 10 percent of the voting rights

As of December 31, 2025, there are no investments in the capital of SUSS MicroTec SE exceeding 10 percent of the voting rights.

The current voting rights notifications pursuant to the German Securities Trading Act (WpHG) are published on www.suss.com, in the Investor Relations section.

Shares with extraordinary rights that grant controlling authority

Shares with extraordinary rights that grant controlling authority do not exist.

The nature of voting rights control when employees have a stake in the company's capital and do not exercise their control rights directly

To the extent that SUSS MicroTec SE issues shares to employees through an employee share program, the shares are transferred to the employees directly. The beneficiary employees can exercise the control rights to which they are entitled from the employee shares directly in the same way as other shareholders in accordance with the statutory provisions and the provisions of the Articles of Incorporation. There is currently no share option program in place for employees.

Legal provisions and rules in the statute for appointing members to the management board and asking them to step down as well as making changes to the Statute

The appointment and dismissal of members of the Management Board are governed by Articles 39, 46 of the SE Regulation, Section 16 of the German SE Implementation Act, Sections 84 and 85 of the German Stock Corporation Law (AktG), and Section 8 of the Statute of the Company. Accordingly, members of the Management Board are appointed by the Supervisory Board for a maximum of six years. A reappointment or extension of their terms is permitted for a maximum of six years. The Supervisory Board decides on the appointment and dismissal of Management Board members with a simple majority vote. The Management Board consists of a minimum of two persons, with the number of Management Board members being determined by the Supervisory Board.

The Supervisory Board may appoint a member of the Management Board as the Chairman or Spokesman of the Management Board as well as a Deputy Chairman or Spokesman of the Management Board. If a required member of the Management Board is absent, in urgent cases the member can be legally summoned upon petition by a concerned party. The Supervisory Board may revoke the appointment of a Management Board member and the nomination of the Chairman of the Management Board for good cause. Changes to the Statute require a resolution by the Annual General Meeting. Such resolutions require a majority of two-thirds of the votes cast or, if at least half of the equity capital is represented, a simple majority of the votes cast in accordance with Section 27 (1) of the Articles of Incorporation, unless mandatory statutory provisions require otherwise. The authority to make changes that pertain to the wording only is delegated to the Supervisory Board, in accordance with Section 18 (3) of the Articles of Incorporation.

Authority of the management board to issue or buy back shares

The Management Board is authorized to increase the equity capital of the Company until May 30, 2028, on one or more occasions up to a total of € 2,500,000.00 through the issuance of up to 2,500,000 new registered share certificates for cash or non-cash contributions, subject to the approval of the Supervisory Board.

In the process, the shareholders are granted subscription rights. The new shares can also be taken over by one or more banks determined by the Management Board with the obligation to offer these to shareholders (indirect subscription rights). However, the Management Board is authorized to exclude the subscription rights of shareholders with the approval of the Supervisory Board:

- a) To offset fractional amounts

- b) If, in the case of an increase in capital stock against tangible assets, shares are granted for the purpose of acquiring companies, parts of companies, or investments in companies (including an increase in existing investments), or for the purpose of acquiring receivables against the Company
- c) If an increase in capital stock for cash contributions does not exceed 10 % of the equity capital and the issue price of the new shares is not significantly lower than the stock market price (Section 186 (3)(4) of the German Stock Corporation Law (AktG)); when utilizing this authorization excluding subscription rights in accordance with Section 186 (3)(4) AktG, the exclusion of subscription rights based on other authorizations in accordance with Section 186 (3)(4) AktG should be taken into account

The total number of shares issued under this authorization in exchange for cash and/or non-cash contributions, excluding shareholders' subscription rights, may not account for more than 10 percent of the equity capital at the time this authorization takes effect.

Deducted from this limit are shares that (i) were issued or sold in the direct or corresponding application of Section 186 (3)(4) of the German Stock Corporation Act (AktG) excluding subscription rights during the term of this authorization and that (ii) are issued or can or must be issued to service bonds with conversion or option rights or obligations, insofar as the bonds are issued after this authorization takes effect in the corresponding application of Section 186 (3)(4) of the German Stock Corporation Act excluding the subscription rights of shareholders.

The Management Board is authorized, with the approval of the Supervisory Board, to establish further details regarding the increase in capital stock and its implementation. The Supervisory Board is authorized to adjust the wording of the Articles of Incorporation accordingly following each utilization of approved capital or expiration of the deadline for the utilization of approved capital.

SUSS MicroTec SE is authorized by resolution of the Annual General Meeting on May 31, 2023, in accordance with Section 71 (1) No. 8 AktG to acquire treasury shares of the Company. The authorization is limited to the acquisition of treasury shares with a calculated proportion of the share capital of up to 10%. The shares acquired in this way, together with treasury shares already held by the Company or attributable to it in accordance with Sections 71 a et seq. AktG, may at no time account for more than 10% of the share capital. The authorization may be exercised in full or in partial amounts, once or several times, by the Company or by third parties on its behalf. The authorization expires on May 30, 2028. It may also be exercised by Group companies or by third parties acting on behalf of the Company or a Group company. The acquisition will take place via the stock exchange or by means of a public purchase offer addressed to all shareholders of the Company.

- a) If the shares are acquired via the stock exchange, the consideration paid by the Company per share (excluding incidental acquisition costs) may not be more than 10% higher or lower than the average closing price determined on the Frankfurt Stock Exchange (XETRA trading or comparable successor system) for shares of the same class during the last three trading days prior to the acquisition of the shares.

- b) If the acquisition is made via a public purchase offer to all shareholders of the Company, the purchase price offered per share (excluding ancillary acquisition costs) may not be more than 10% higher or 10% lower than the average closing price determined on the Frankfurt Stock Exchange (XETRA trading or comparable successor system) for shares of the same class during the last three trading days prior to the date of publication of the offer. The purchase offer may include further conditions. The volume of the offer may be limited. If the total number of shares offered for purchase by the shareholders exceeds this volume, the shares will be accepted in proportion to the shares offered for purchase. Preferential acceptance of smaller quantities of up to 100 shares offered for purchase per shareholder, as well as rounding in accordance with commercial principles to avoid fractions of shares, may be provided for. Any further right to tender of shareholders is excluded in this respect.

The Management Board is authorized, with the approval of the Supervisory Board, to do the following with regard to the shares in the Company acquired on the basis of this authorization or on the basis of previous authorizations, in addition to sale by offer to all shareholders or sale via the stock exchange:

- a) to offer the shares to third parties as consideration in the context of mergers, company acquisitions, shareholdings in companies or parts of companies, and the acquisition of claims against the Company;

- b) to sell the shares to third parties. The price at which the Company's shares are sold to third parties may not be significantly lower than the stock market price of the shares at the time of sale. When utilizing this authorization, the exclusion of subscription rights based on other authorizations in accordance with Section 186 (3) sentence 4 AktG should be taken into account;
- c) to redeem them without the redemption or its implementation requiring a further resolution by the Annual General Meeting. The redemption leads to a capital reduction. The shares can also be redeemed in a simplified procedure without a capital reduction by adjusting the proportionate calculated amount of the remaining no-par value shares in the Company's share capital. The redemption may be limited to a portion of the acquired shares.

The above authorizations regarding the use of the acquired treasury shares may be exercised once or several times, in whole or in part, individually or jointly. Shareholders' subscription rights to acquired treasury shares are excluded to the extent that these shares are used in accordance with the above authorizations under a) and b). The Management Board will inform the Annual General Meeting of the reasons for and purpose of the acquisition of treasury shares, the number of shares acquired, and the amount of share capital attributable to them, as well as the equivalent value paid for the shares.

Significant agreements on the part of the company subject to the condition of a change of control resulting from a corporate takeover bid

The syndicated loan running until October 2026 contained an extraordinary right of termination in the event of a significant change in the Company's circumstances and no agreement on the continuation of the loan relationship is reached between the parties in good time.

The new syndicated loan agreement concluded in February 2026 also contains an extraordinary right of termination in the event of a significant change in the Company's circumstances and no agreement on the continuation of the loan relationship is reached between the parties in good time.

SUSS MicroTec SE is not subject to any other significant agreements that would apply in the event of a change of control as a result of a takeover bid.

Compensation agreement of the company with Management Board members or employees in the event of a corporate takeover bid

No special rules exist with regard to the voting rights tied to shares or any control options resulting from this, either through the establishment of special stock categories or through restrictions on voting rights or transfers. There are no provisions extending beyond the legal regulations regarding the appointment of members of the Management Board or asking them to step down.

Hauptversammlung 2026

**Erläuterungen gemäß
§ 124a Satz 1 Nr. 2 AktG**

Erläuterungen gemäß § 124a Satz 1 Nr. 2 AktG zu Punkt 1 der Tagesordnung

Gegenstand von Tagesordnungspunkt 1 ist die Vorlage des festgestellten Jahresabschlusses der SUSS MicroTec SE und des gebilligten Konzernabschlusses zum 31. Dezember 2025, des zusammengefassten Lageberichts für die SUSS MicroTec SE und den Konzern einschließlich des erläuternden Berichts des Vorstands zu den Angaben nach §§ 289a und 315a des Handelsgesetzbuchs (HGB) sowie des Berichts des Aufsichtsrats für das Geschäftsjahr 2025. Der Aufsichtsrat der Gesellschaft hat am 27. März 2026 den vom Vorstand aufgestellten Jahresabschluss und den Konzernabschluss gebilligt; der Jahresabschluss ist damit gemäß § 172 Satz 1 AktG festgestellt. Daher erfolgt entsprechend den gesetzlichen Bestimmungen zu Tagesordnungspunkt 1 keine Beschlussfassung der Hauptversammlung.

Der Tagesordnungspunkt beschränkt sich auf die Vorlage und Erläuterung der genannten Unterlagen. Wir weisen darauf hin, dass diese Unterlagen sowie die Erläuterungen des Vorstands gemäß § 176 Abs. 1 AktG zu den Angaben nach §§ 289a, 315a HGB auf der Internetseite der Gesellschaft unter <https://www.suss.com/de/investor-relations/hauptversammlung> zugänglich sind.

Garching, im April 2026

Der Vorstand
SUSS MicroTec SE