

Explanations of the Management Board in Accordance with Section 176 (1) of the German Stock Corporation Law (AktG) in Accordance with Section 289a (1), Section 315a (1) of the German Commercial Code (HGB)

Disclosures of takeover provisions in accordance with Section 315a of the German Commercial Code (HGB) are presented below as of December 31, 2017. With the following explanation of these disclosures, the requirements of an explanatory report in accordance with Section 176 (1)(1) of the German Stock Corporation Law (AktG) are simultaneously met.

The subscribed capital of SUSS MicroTec SE of € 19,115,538 is divided into 19,115,538 shares with voting rights. The shares are registered. There are no separate classes of shares.

The Management Board of the Company is not aware of any restrictions regarding voting rights or the transfer of shares.

As of the reporting date, the Management Board is not aware of any direct or indirect holdings of capital in SUSS MicroTec SE that exceed 10%.

No extraordinary rights of shareholders that grant controlling authority exist.

The rules for appointing members of the Management Board of SUSS MicroTec SE and asking them to step down are set out in Article 9 (1), Article 39 (2), and Article 46 SE Regulation, Articles 84 et seq. of the German Stock Corporation Law (AktG). The articles of incorporation do not include any additional provisions in this regard. The number of members of the Management Board is determined by the Supervisory Board in accordance with Section 7 of the articles of incorporation. The Supervisory Board may also appoint the Chief Executive Officer or the spokesperson for the Management Board and another member to serve as Deputy Chairman.

In so doing, the articles of incorporation utilize the right to vote of Section 51 of the German SE Implementation Act (SEAG), which is based in turn on Article 59 (1) and (2) SE Regulation. A higher majority is stipulated for a change in the purpose of the Company or for a relocation of the headquarters to another EU member state (Section 51 SEAG).

Changes to the articles of incorporation are governed by Sections 133 and 179 of the German Stock Corporation Law (AktG) In accordance with Section 27 (1) of the articles of incorporation, changes to the articles of incorporation require a two-thirds majority of votes cast unless there are mandatory contrary legal provisions or a simple majority of the cast votes if at least half of equity capital is represented. Insofar as the law for resolutions of the Shareholders' Meeting stipulates a capital majority in addition to the voting majority, a simple majority of the equity capital represented during the resolution is sufficient. In so doing, the articles of incorporation utilize the right to vote of Section 51 of the German SE Implementation Act (SEAG), which is based in turn on Article 59 (1) and (2) SE Regulation. A higher majority is stipulated for a change in the purpose of the Company or for a relocation of the headquarters to another EU member state (Section 51 SEAG). In accordance with Section 1 (3) of the articles of incorporation in connection with Section 179 (1)(2) of the German Stock Corporation Law (AktG), the Supervisory Board is authorized to undertake amendments to the articles of incorporation which pertain only to the wording.

The authority of the Management Board to issue or buy back shares is based on corresponding authorization proposals of the Shareholders' Meeting on June 19, 2013.

Accordingly, the Management Board is authorized by resolution of the Shareholders' Meeting on June 19, 2013 to increase the equity capital of the Company in the period until June 18, 2018 with the approval of the Supervisory Board on one or more occasions up to a total of € 2,500,000.00 by issuing up to 2,500,000 new shares in exchange for contributions in cash or in kind. The Management Board is also authorized to exclude the subscription rights of shareholders with the approval of the Supervisory Board and under certain conditions.

In addition, the Management Board is authorized by resolution of the Shareholders' Meeting on June 19, 2013, with the approval of the Supervisory Board, to acquire by June 18, 2018 treasury shares of the Company up to a total of 10% of the equity capital existing at the time of the resolution in the amount of € 19,115,538.00. At no time may more than 10% of the equity capital accrue to the acquired shares together with other treasury shares, which are owned by the Company or are attributable to it in accordance with Sections 71a et seq. of the German Stock Corporation Law (AktG). The authorization may not be utilized for the purpose of trading in treasury shares. The acquisition may occur after the election of the Management Board via the stock exchange or by means of a public tender offer directed to all shareholders or of a public invitation to all shareholders to submit an offer for sale. The Management Board is

authorized, with the approval of the Supervisory Board, to use the treasury shares acquired on the basis of this authorization for any legal purpose.

There are bilateral credit relationships with Deutsche Bank AG, DZ Bank AG and Baden-Württembergische Bank. These relationships have different structures and conditions. Thus, a credit relationship contains a right to extraordinary cancellation if there is a change of control and the parties have not reached a timely agreement regarding proceeding under possibly different conditions, for example with respect to interest, security, or other arrangements.

There are no other significant agreements on the part of SÜSS MicroTec SE subject to the condition of a change of control resulting from a corporate takeover bid.

No compensation agreements or similar with employees or members of the Management Board exist in the event of a corporate takeover bid.

We point out that the essential characteristics of the internal control and risk management system with regard to the accounting process in accordance with Sections 289 (4) and 315 (4) of the German Commercial Code are described in the management report of SÜSS MicroTec SE and in the Group management report.

non-binding English translation