

DECLARATION OF COMPLIANCE WITH THE GERMAN CORPORATE GOVERNANCE CODE

On December 10, 2019, the Management Board and Supervisory Board of SUSS MicroTec SE made the following declaration of compliance in accordance with Section 161 (1) of the German Stock Corporation Law (AktG):

SUSS MicroTec SE will comply with the recommendations of the German Corporate Governance Code in the version from February 7, 2017, with the following enumerated exceptions and has complied with the recommendations of the German Corporate Governance Code in the version from February 7, 2017, since the issuance of the most recent annual declaration of compliance in January 2019 with the following enumerated exceptions:

DEDUCTIBLE FOR D&O INSURANCE

The German Corporate Governance Code recommends in Section 3.8 (3) that upon concluding a directors' and officers' liability insurance policy, a deductible be agreed for the Company's Supervisory Board that complies with the legal requirements for board members. SUSS MicroTec SE has had D&O insurance without any body-specific deductible for the Supervisory Board for several years. In SUSS MicroTec's opinion, responsible actions of the Supervisory Board are not additionally promoted through the agreement of a corresponding deductible.

VERTICAL REMUNERATION COMPARISON

In Section 4.2.2 (2)(3), the German Corporate Governance Code recommends taking into account the ratio of Management Board remuneration to upper management remuneration as well as to that of the overall staff, including the trend over time, when setting Management Board remuneration. In the process, the Supervisory Board decides how upper management and the relevant staff are defined. The Supervisory Board of SUSS MicroTec SE is of the opinion that comparing the remuneration of senior management and the relevant staff, taking the trend over time into account, can lead in practice to substantial legal uncertainties. Therefore, SUSS MicroTec SE is declaring a deviation from the Code as a precaution to this extent. In concluding the currently valid Management Board contracts, the Supervisory Board did not distinguish within the framework of the audit of appropriateness between the peer groups within the meaning of Section 4.2.2 (2) (3) of the Code version and also did not collect any data regarding the development over time of the wage and salary structure. It also does not consider such a purely formal procedure to be necessary in order to ensure the appropriateness of Management Board remuneration.

PENSION COMMITMENTS

Under Section 4.2.3 (3), the German Corporate Governance Code recommends that the Supervisory Board take the respective targeted remuneration level into account in pension commitments – also according to the length of service in the Management Board – and the resultant annual and long-term expense for the Company. The Supervisory Board of SUSS MicroTec deviates from this recommendation because no set "remuneration level" is targeted for Management Board members in retirement. Instead, the goal is remuneration in line with the market and the Company for active service. As a rule, no defined benefit commitments in which the Company provides the promised benefit are granted to members of the Management Board. To the extent that the Company makes a contribution to a pension plan and pays into a direct insurance policy (whole life insurance or retirement insurance), this is not linked to a commitment to a certain remuneration level.

CREATION OF COMMITTEES

The German Corporate Governance Code in Section 5.3 recommends the creation of professionally qualified committees, depending on the specific circumstances of the company and the number of its Supervisory Board members. As the Supervisory Board of SUSS MicroTec consists of only five members, the creation of committees, which are usually comprised of at least three members, is not necessary.

SETTING A TERM LIMIT FOR MEMBERSHIP IN THE SUPERVISORY BOARD

According to Point 5.4.1 (2)(2) of the German Corporate Governance Code, the Supervisory Board should set a term limit for membership in the Supervisory Board. The Supervisory Board of

SUSS MicroTec SE deviates from this recommendation since setting a membership term limit could jeopardize the Supervisory Board's latitude and decisiveness. In SUSS MicroTec's opinion, restricting how long an individual may remain in the Supervisory Board does not promote independent and responsible action by the Supervisory Board. 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 one can gain valuable, Company-specific experience and knowledge that can benefit the Company.

Garching, December 2019

For the Management Board

Dr. Franz Richter
CEO

Oliver Albrecht
CFO

For the Supervisory Board

Dr. Stefan Reineck
Chairman of the Supervisory Board