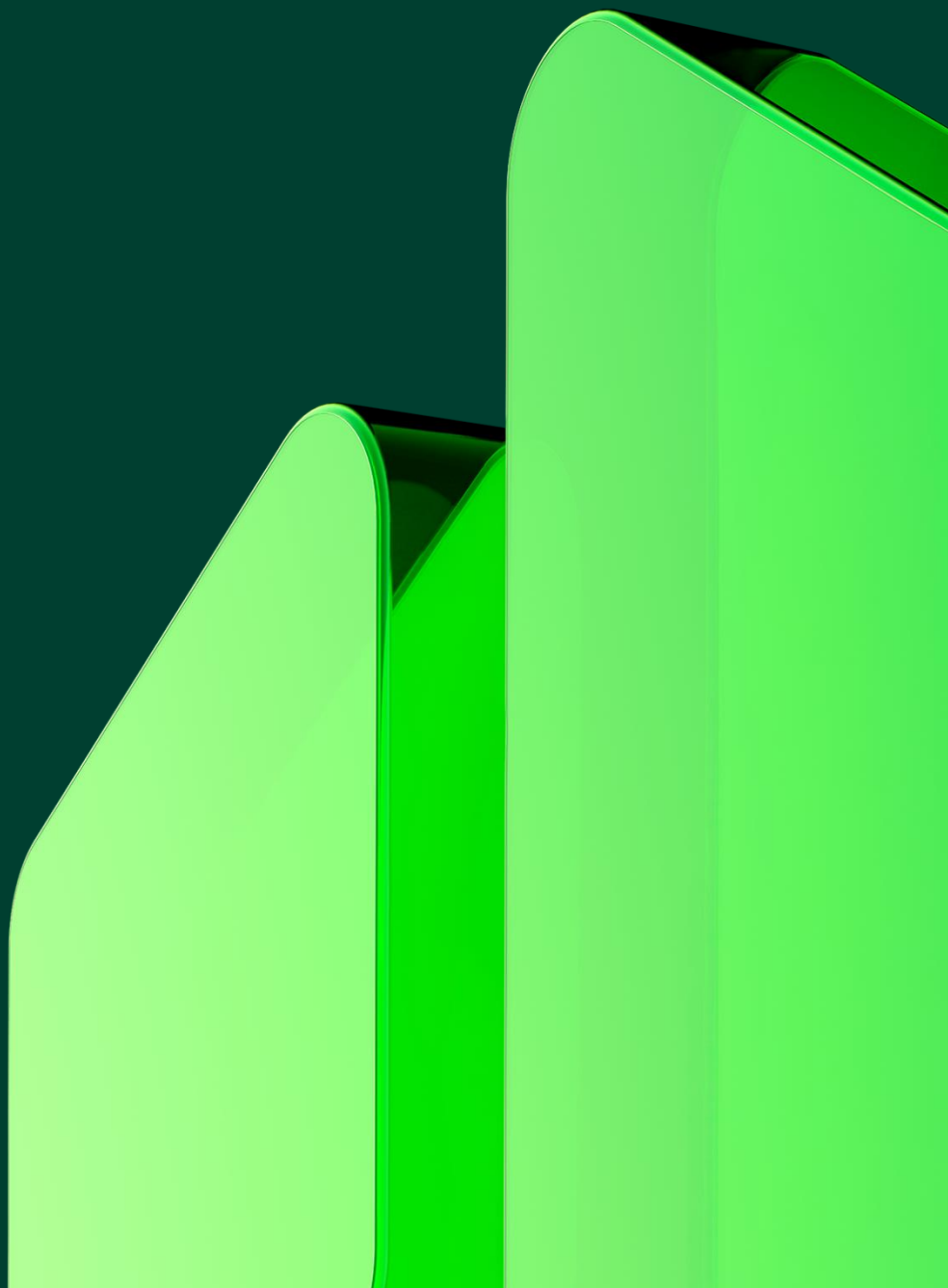


Rules of Procedure for the Management Board

of SUSS MicroTec SE

(As of June 2025)



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§ 1 General Provisions

- (1) The Management Board shall consist of at least three (3) persons.
- (2) The Management Board is responsible for managing the company in the interests of the company. The members of the Management Board are obliged to safeguard and promote the interests of the company. This also applies in particular within the framework of the statutory provisions if members of the Management Board are represented on supervisory bodies of companies in the SUSS Group, such as the Supervisory Board, the Administrative Board or the Board of Directors.
- (3) The Management Board develops the company's strategic direction, agrees it with the Supervisory Board and ensures its implementation. The Management Board discusses the status of strategy implementation with the Supervisory Board at regular intervals. The Management Board should also systematically identify and assess the risks and opportunities for the company associated with social and environmental factors as well as the ecological and social impact of the company's activities.
- (4) The Management Board is responsible for ensuring compliance with legal provisions and internal company guidelines and works to ensure that these are observed by the Group companies (compliance). It ensures an appropriate and effective Internal Control System (IKS) and Risk Management System (RMS) within the company, which also cover sustainability-related objectives and include the processes and systems for recording and processing sustainability-related data. The internal control system and the risk management system also include a compliance management system geared towards the company's risk situation. The Management Report should describe the main features of the entire Internal Control System and the Risk Management system (including the Compliance Management System (CMS)) and should comment on the appropriateness and effectiveness of these systems.
- (5) The members of the Management Board manage the company's business with the diligence of a prudent and conscientious manager in accordance with the law, the Articles of Association, these rules of procedure, the schedule of responsibilities and their service contracts, as well as taking into account the recommendations and suggestions of the German Corporate Governance Code.
- (6) The members of the Management Board are obliged to cooperate with the Supervisory Board and its committees in a spirit of trust.

- (7) Outside activities of members of the Management Board require the prior approval of the Supervisory Board or its Personnel and Nomination Committee. This applies in particular to the assumption of Supervisory Board mandates at companies that are not part of the scope of consolidation of SUSS MicroTec SE. The number of non-Group Supervisory Board mandates at listed companies or comparable functions may not exceed two and may not include the chairmanship of a Supervisory Board at a non-Group listed company.
- (8) When filling management positions in the company, the Management Board pays attention to diversity and, in particular, aims to ensure that women are given appropriate consideration. The Management Board sets targets for the proportion of women in the two management levels below the Management Board.

§ 2

Chairman of the Management Board

- (1) The Supervisory Board appoints a member of the Management Board as Chairman of the Management Board.
- (2) The Chairman of the Management Board is responsible in particular for the following tasks: setting targets, monitoring their achievement and, if necessary, initiating the necessary measures, coordinating the Management Board as a whole, dealing with fundamental issues, coordinating with the Supervisory Board and chairing Management Board meetings. The Chairman of the Management Board represents the Management Board and the company to the public, in particular to authorities, associations, business organizations and the media.

If he is unable to do so, these duties are performed by the member of the Management Board responsible for finance. When coordinating the entire Management Board, the Chairman of the Management Board observes the schedule of responsibilities.

- (3) The Chairman of the Management Board is responsible for leading the Management Board in its cooperation and communication with the Supervisory Board and its members. He obtains the approval of the Supervisory Board in the cases provided for by law, the articles of association, these rules of procedure or Supervisory Board resolutions and keeps the Supervisory Board informed of the company's situation and the course of business.
- (4) The Chairman of the Management Board maintains regular contact with the Supervisory Board, in particular with the Chairman of the Supervisory Board, and discusses the strategy, business development and risk management of the company and the Group with him.

§ 3

Allocation of business

- (1) Each member of the Management Board shall, without prejudice to his responsibility for the management of the company as a whole, be responsible for the management of the business area assigned to him by the schedule of responsibilities.

- (2) The Management Board shall draw up and amend the schedule of responsibilities by unanimous resolution. The business allocation plan requires the approval of the Supervisory Board. If no unanimous resolution of the Board of Directors is reached, the Chairman of the Board of Directors shall request the Supervisory Board to regulate the allocation of responsibilities on its own.
- (3) Further details, in particular the responsibility for overlapping business areas, shall be regulated by the Chairman of the Management Board.

§ 4 Cooperation

- (1) The members of the Management Board are mutually obliged to cooperate, consult and inform each other in a spirit of trust.
- (2) The members of the Management Board are required to support each other and to represent each other in the management of their business areas. They should discuss and decide on issues that affect all or several business areas together with the other members of the Management Board concerned.
- (3) The Chairman of the Management Board shall be informed on an ongoing basis about all matters from the business areas of the other members of the Management Board that are material to the company or about which he has requested specific information.
- (4) The members of the Management Board shall coordinate their vacation and travel plans to the extent necessary to ensure proper management.

§ 5 Decisions of the full Management Board

- (1) The full Management Board shall decide on all matters of fundamental or material importance, provided that the company is not threatened with any significant disadvantages as a result of the delay that would be associated with bringing about the resolution.
- (2) Notwithstanding the provision in paragraph (1), the Management Board as a whole shall decide
 - a) in matters for which the law, the Articles of Association or these Rules of Procedure provide for a decision by the full Board of Directors,
 - b) in matters in which the Management Board may only act with the approval of the Supervisory Board in accordance with the law, the Articles of Association or these Rules of Procedure,
 - c) on fundamental issues relating to the organization, business policy and investment and financial planning of the company,
 - d) if a member of the Management Board expressly requests this.
- (3) The full Management Board may instruct individual members of the Management Board to implement the measures resolved by the full Management Board.

§ 6 Meetings

- (1) Board meetings should take place at regular intervals, if possible once a week. All members of the Management Board should take part in the Management Board meetings.
- (2) Board meetings are convened and chaired by the Chairman of the Management Board. They must be convened if a member of the Management Board so requests.

§ 7 Resolutions

- (1) As a rule, the Management Board passes resolutions in (face-to-face) meetings. At the request of a member of the Management Board, meetings may also be held in the form of a telephone conference or by other electronic means of communication (in particular video conference) and individual members of the Management Board may be connected by telephone or by other electronic means of communication (in particular video transmission) if no member of the Management Board immediately objects to this procedure; in these cases, resolutions may be passed by telephone conference or by other electronic means of communication (in particular video transmission). There is no right to object to the form of resolution adopted by the Chairman.
- (2) Resolutions may also be passed outside of meetings in writing, verbally, by telephone, fax, e-mail or by other common means of communication or in a combination of the aforementioned forms if a member of the Management Board requests this and no other member of the Management Board immediately objects to this procedure; there is no right to object to the form of resolution ordered by the Chairman. If a member of the Management Board has not participated in such a resolution, he or she should be informed immediately of the resolutions adopted.
- (3) The Management Board is quorate if at least half of its members participate in the passing of resolutions; in any case, however, at least two members must participate in the passing of resolutions. A member of the Management Board also participates in the passing of resolutions if he or she abstains from voting.
- (4) Unless otherwise stipulated by law or the Articles of Association, resolutions of the Board of Directors are passed by a majority of the votes cast. In the event of a tie, the Chairman of the Management Board shall have the casting vote, if a Chairman has been appointed. If no Chairman of the Board of Directors has been appointed or if the Chairman does not participate in the vote, a motion is deemed to have been rejected in the event of a tie.
- (5) Minutes shall be taken of every meeting and of every resolution passed outside of meetings, stating the place, date and participants as well as the content of the resolutions passed and, if applicable, the agenda. The minutes shall be agreed between the participating members of the Management Board and signed by the Chairman of the Management Board or, if he did not attend the meeting or resolution of the Management Board, by all members of the Management Board who did attend the meeting or resolution.

§ 8 Corporate planning

The Management Board must submit the following consolidated corporate planning for the company and its subsidiaries to the Supervisory Board for approval, if possible one month before the start of each financial year:

budgeted balance sheet, budgeted profit and loss account and investment and liquidity planning for the coming financial year, including a budget containing the expected sales revenue, expenses and expenditure for the coming financial year.

§ 9 Information of the Supervisory Board, cooperation with the Supervisory Board

- (1) The Management Board shall report to the Supervisory Board on:
- a) the intended business policy and other fundamental issues of corporate planning (in particular financial, investment and personnel planning), whereby deviations in actual developments from previously reported targets must be addressed and the reasons given;
 - b) the profitability of SUSS MicroTec SE, in particular the return on equity;
 - c) the course of business, in particular sales and the situation of SUSS MicroTec SE;
 - d) transactions that may be of significant importance for the profitability or liquidity of SUSS MicroTec SE.

In the respective reports, the Management Board must also address subsidiaries in accordance with Section 290 (1), (2) HGB. In addition, the Chairman of the Supervisory Board must be informed of other important events. An event at an affiliated company of which the Management Board becomes aware and which may have a significant influence on the situation of SUSS MicroTec SE is also to be regarded as an important event.

- (2) The reports pursuant to para. (1) lit. a) to lit. d) shall be submitted as follows:
- a) the reports pursuant to lit. a) at least once a year, unless changes in the situation or new issues require immediate reporting;
 - b) the reports in accordance with b) at the meeting of the Supervisory Board at which the annual financial statements are discussed;
 - c) the reports in accordance with c) regularly, at least quarterly;
 - d) the reports pursuant to lit. d) regularly in good time so that the Supervisory Board has the opportunity to comment on them before business is transacted.
- (3) The Supervisory Board may request a report from the Management Board at any time on matters concerning SUSS MicroTec SE, on its legal and business relationships with affiliated companies and on business transactions at these companies that may have a significant influence on the situation of SUSS MicroTec SE. An individual member may also request a report, but only to the Supervisory Board.

- (4) The reports must comply with the principles of conscientious and faithful accountability. They shall be submitted as promptly as possible and, with the exception of the report in accordance with paragraph (1) sentence 3, generally in text form.
- (5) Every member of the Supervisory Board has the right to take note of the reports. If the reports have been prepared in text form, they must also be sent to each member of the Supervisory Board upon request, unless the Supervisory Board has decided otherwise. The Chairman of the Supervisory Board must inform the Supervisory Board members of the reports pursuant to paragraph (1) sentence 3 at the latest at the next Supervisory Board meeting.
- (6) The Management Board shall participate in meetings of the Supervisory Board and its committees unless otherwise determined by the Supervisory Board or the committee or its respective chairperson. It shall provide the Supervisory Board with the documents required to prepare the passing of resolutions.
- (7) Together with the Supervisory Board, the Management Board shall issue the declaration pursuant to Section 161 AktG, explaining in particular any deviations of SUSS MicroTec SE from the recommendations of the German Corporate Governance Code.
- (8) Together with the Supervisory Board, the Management Board shall ensure long-term succession planning. The procedure is to be described in the corporate governance declaration.

§ 10

Transactions requiring approval

- (1) Notwithstanding further provisions of the Articles of Association or statutory regulations, the Management Board requires the prior express approval of the Supervisory Board for the following transactions and measures:
 - a) the approval of corporate planning in accordance with § 8;
 - b) transactions and measures that affect the corporate structure or the principles of corporate strategy or that lead to a significant change in the company's development, in particular the inclusion of new lines of business and the discontinuation or significant restriction of existing lines of business;
 - c) the formation, dissolution, acquisition or sale of companies and the acquisition or sale of shareholdings in companies;
 - d) the conclusion or termination of company agreements within the meaning of Sections 291, 292 AktG;
 - e) the granting of powers of attorney and general powers of attorney for the entire business operations;
 - f) Pension commitments and bonus arrangements for senior employees;
 - g) Transactions pursuant to Section 111a AktG between the company and related parties of the company insofar as these fall under Section 111b AktG;
 - h) granting loans to members of the Management Board in accordance with Section 89 AktG;

- i) Conclusion of contracts with Supervisory Board members within the meaning of Section 114 AktG;
 - j) the taking out or granting of loans, the issue of bonds, the assumption of guarantees or similar transactions, insofar as an amount of € 5,000,000.00 is exceeded in individual cases or an amount of € 10,000,000.00 is exceeded in total in the course of a financial year and insofar as this is not either part of the approved annual budget in accordance with Section 8 or transactions between the company and its subsidiaries are concerned; for drawings within the scope of a loan approved by the Supervisory Board, approval is deemed to have been granted, unless expressly stipulated otherwise in the approving resolution of the Supervisory Board;
 - k) the sale or encumbrance of the company's own properties, insofar as an amount of € 500,000.00 is exceeded in individual cases or in total over the course of a financial year and insofar as this is not part of the approved annual budget in accordance with § 8;
 - l) investment projects amounting to more than 10% of the share capital, even if the investments are to be spread over several financial years, insofar as they are not part of the approved annual budget in accordance with § 8;
 - m) all other transactions and measures that are of fundamental importance to the company.
- (2) The Supervisory Board may make further transactions and measures dependent on its approval. It may grant revocable approval in advance for a specific group or type of transactions and measures in general.
- (3) The Management Board is obliged to ensure that all transactions, measures or actions that require the prior approval of the Supervisory Board in accordance with these Rules of Procedure, the Company's Articles of Association or the law are submitted to the Supervisory Board for approval, even if these transactions, measures or actions are carried out at a subsidiary of SUSS MicroTec SE. All companies that are fully consolidated in the consolidated financial statements of SUSS MicroTec SE in accordance with the control principle are considered subsidiaries.

§ 11 Conflicts of interest

- (1) Members of the Management Board may not demand benefits or other advantages from third parties in connection with their activities, either for themselves or for other persons, or accept benefits or other advantages in excess of those permitted by law or grant third parties unjustified advantages. The correct handling of gratuities and other benefits is regulated in the company's compliance guidelines.
- (2) The members of the Management Board are obliged to act in the interests of the company. In their decisions, they may neither pursue personal interests nor use business opportunities to which the company is entitled for themselves or for persons or companies close to them.
- (3) Each member of the Management Board must immediately disclose any conflicts of interest to the Chairman of the Supervisory Board and the Chairman of the Management Board and inform the other members of the Management Board accordingly. The Supervisory Board shall decide whether a conflict of interest exists and whether a specific management measure may be carried out by the Management Board member concerned.

Note:

This is a translation of the Rules of Procedure for the Management Board of SUSS MicroTec SE. Every effort has been made to provide a faithful translation. However, only the German version of the Rules of Procedure is authoritative.

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