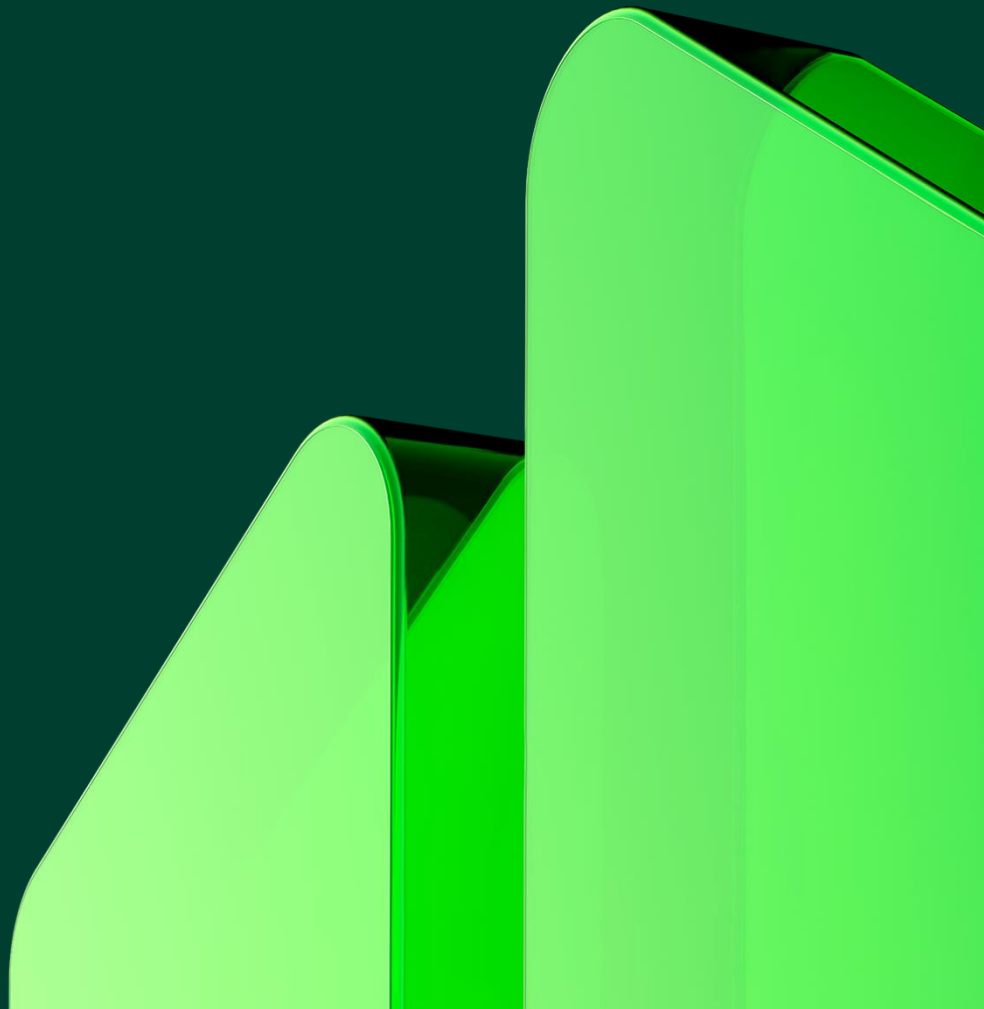


# **Rules of Procedure for the Personnel and Nomination Committee of the Supervisory Board**

of SUSS MicroTec SE

(As of February 2025)



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## **§ 1**

### **General Provisions**

- (1) The Personnel and Nomination Committee of the Supervisory Board of SUSS MicroTec SE ("Company") shall exist on the basis of the rules of procedure of the Supervisory Board of the Company. Insofar as these Rules of Procedure do not contain any deviating provisions, the provisions of the Rules of Procedure for the Supervisory Board of the Company shall apply accordingly.
- (2) The Personnel and Nomination Committee shall carry out its activities in accordance with the statutory provisions, the company's Articles of Association, the resolutions of the Supervisory Board, the rules of procedure for the Supervisory Board and these rules of procedure. Its members are not bound by instructions.

## **§ 2**

### **Composition and chairmanship**

- (1) The composition of the Personnel and Nomination Committee shall be based on the provisions of the rules of procedure for the company's Supervisory Board. The Chairman of the Supervisory Board is the Chairman of the Personnel and Nomination Committee.
- (2) The rights and duties of the Chairman of the Personnel and Nomination Committee shall be governed by the provisions of the rules of procedure for the Supervisory Board of the company, unless these rules of procedure stipulate otherwise.

### **§ 3**

#### **Convening, passing resolutions and minutes**

- (1) Meetings of the Personnel and Nomination Committee shall be convened by its chairperson or, if the chairperson is unable to do so, by another committee member appointed by the committee chairperson, giving at least two weeks' notice. In urgent cases, the convener may shorten the notice period appropriately and convene the meeting orally or by telephone.
- (2) The Personnel and Nomination Committee shall hold at least two meetings per financial year.
- (3) In all other respects, the provisions for the company's Supervisory Board shall apply accordingly to the convening of meetings, the passing of resolutions and the minutes of meetings and resolutions of the Personnel and Nomination Committee.

### **§ 4**

#### **Tasks and responsibilities**

- (1) The tasks of the Personnel and Nomination Committee are derived from the applicable statutory provisions, the rules of procedure for the Supervisory Board of the company, the resolutions of the Supervisory Board and these rules of procedure, taking into account the German Corporate Governance Code in its current version.
- (2) The Personnel and Nomination Committee deals with issues relating to the Management Board and prepares the personnel decisions of the Supervisory Board. In particular, the following tasks are assigned to the Personnel and Nomination Committee:
  - a) Preparing the resolutions of the Supervisory Board on the appointment or dismissal of members of the Management Board as well as drawing up an overall requirements profile including a diversity concept for the Management Board, taking into account the statutory requirements and the recommendations of the German Corporate Governance Code and its regular review;
  - b) Preparing the resolutions of the Supervisory Board in accordance with Sections 87, 87a AktG, in particular on the Management Board remuneration system and the remuneration of the individual Management Board members (including preparing the setting of targets for all variable remuneration components for the respective upcoming performance period and determining target achievement after the end of the performance period);
  - c) Preparation of the conclusion, amendment and termination of employment contracts and the conclusion of related agreements with members of the Management Board;

- d) Preparing the preparation of the remuneration report in accordance with Section 162 AktG;
  - e) preparing the conclusion, amendment and termination of other legal transactions with members of the Management Board and the granting of the Supervisory Board's consent to sideline activities, including the assumption of Supervisory Board mandates outside the Group, and to other activities of a member of the Management Board in accordance with Section 88 AktG.
- (3) The Personnel and Nomination Committee shall nominate suitable candidates to the Supervisory Board both for its proposals to the Annual General Meeting for the election of Supervisory Board members and for any necessary court appointment of Supervisory Board members. The Personnel and Nomination Committee draws up and regularly reviews the requirements profile for the Supervisory Board and monitors suitable individuals as potential successor candidates for the Supervisory Board.

## **§ 5**

### **Inspection and audit rights and right to information**

The Personnel and Nomination Committee is entitled to obtain all necessary information from the Management Board for the purpose of fulfilling the tasks assigned to it. It may inspect all of the company's business documents or request their submission from the Management Board and inspect and audit the company's books, documents and assets. It may also commission individual committee members and call in experts for specific individual cases.

## **§ 6**

### **Reporting to the Supervisory Board**

The Chairman of the Personnel and Nomination Committee shall regularly report to the Supervisory Board on the work of the Personnel and Nomination Committee at the next Supervisory Board meeting following the committee meeting. In urgent matters, the Chairman of the Personnel and Nomination Committee shall immediately contact the Chairman of the Supervisory Board.

## **§ 7**

### **Amendments to the rules of procedure**

Amendments to these rules of procedure require a resolution of the Supervisory Board.

**Note:**

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

**SUSS MicroTec SE**

Schleissheimer Straße 90  
85748 Garching, Germany  
Phone: +49 89 32007-100  
Email: [info@suuss.com](mailto:info@suuss.com)

**[suuss.com](https://suuss.com)**