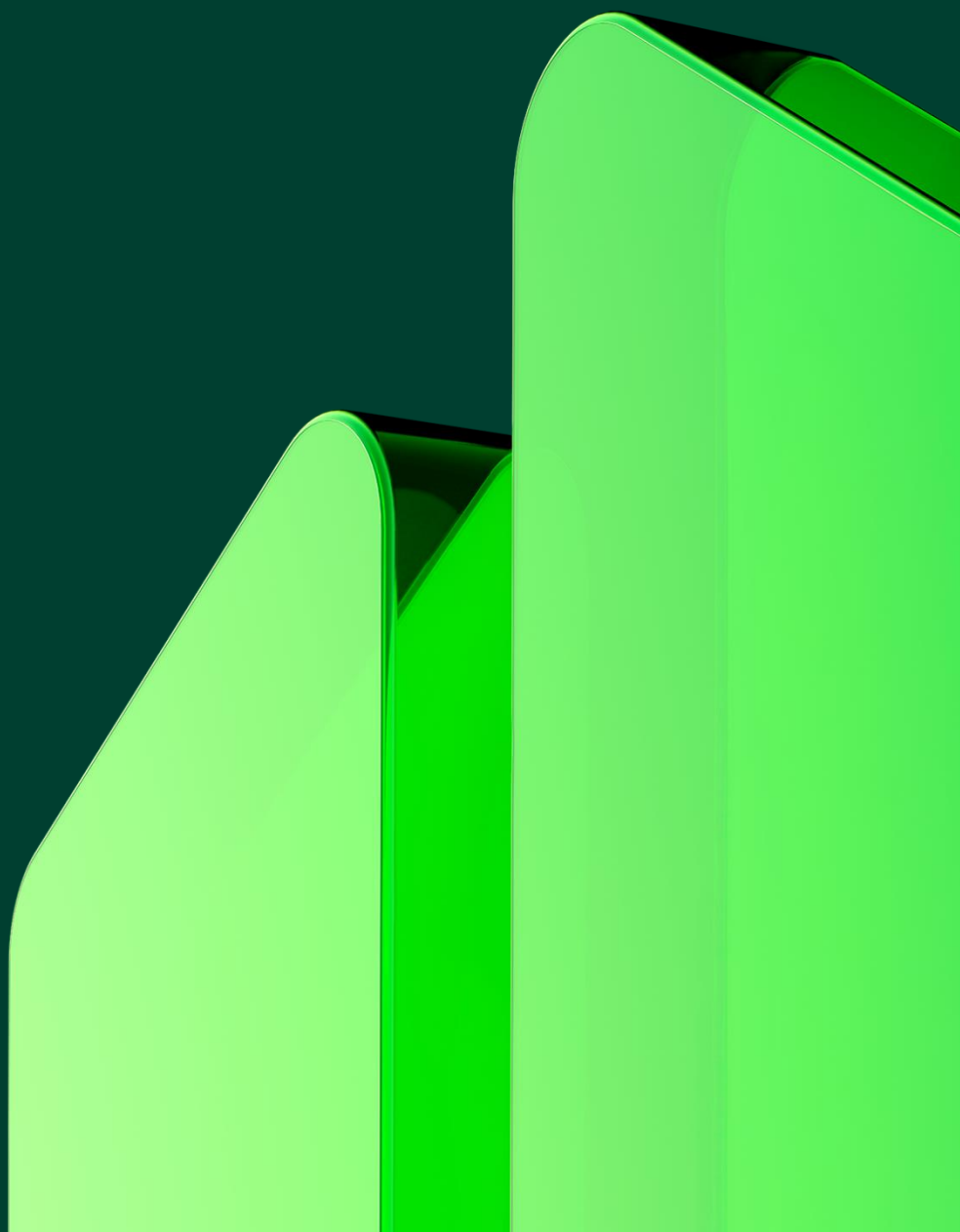


Rules of Procedure for the Supervisory Board

of SUSS MicroTec SE

(As of February 2025)



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§ 1

General Provisions

- (1) The Supervisory Board shall carry out its activities in accordance with the statutory provisions, the company's Articles of Association, these Rules of Procedure and supplementary resolutions of the Supervisory Board, taking into account the recommendations and suggestions of the German Corporate Governance Code.
- (2) The members of the Supervisory Board have the same rights and obligations, unless otherwise stipulated by law, the Articles of Association or these Rules of Procedure. They are not bound by orders or instructions.
- (3) Each member of the Supervisory Board is obliged to act in the interests of the company. When making decisions, they may not pursue personal interests or exploit business opportunities to which the company is entitled for themselves, for a natural or legal person close to them or for any other institution or association in which or for which they are active.
- (4) The Supervisory Board shall work together with the Management Board in a spirit of trust for the benefit of the company.

§ 2

Duties of the Supervisory Board

- (1) The Supervisory Board advises and monitors the Management Board in the management of the company and the Group. Its monitoring and advice shall also include sustainability issues. The Supervisory Board must be involved in all decisions of fundamental importance in good time so that it can still influence them. In particular, the Management Board must coordinate the strategic direction of the company with the Supervisory Board.
- (2) The Supervisory Board appoints and dismisses the members of the Management Board.

- a) The Supervisory Board shall decide on an overall requirements profile including a diversity concept for the Management Board drawn up by its Personnel and Nomination Committee, taking into account the statutory requirements and the recommendations of the German Corporate Governance Code, and shall strive to fulfill these requirements when making its appointment decisions. The Management Board consists of at least two people; the Supervisory Board determines the number of members of the Management Board. As a rule, the members of the Management Board should not be older than 65 at the time of their appointment or reappointment; this may be deviated from in justified individual cases. The initial appointment of members of the Management Board is for a maximum of three years. A reappointment before the end of one year before the end of the term of appointment with simultaneous termination of the current appointment only takes place in special circumstances.
 - b) The Supervisory Board may appoint one member of the Management Board as Chairman or Spokesman of the Management Board and one as Deputy Chairman or Spokesman of the Management Board.
 - c) Together with the Management Board, the Supervisory Board shall ensure long-term succession planning; the procedure shall be described in the corporate governance statement.
- (3) The Supervisory Board shall decide on certain types of transactions which, in accordance with the rules of procedure for the Management Board of the company, may only be carried out with the prior approval of the Supervisory Board. Furthermore, the Supervisory Board decides on the approval of the conclusion of contracts with members of the Supervisory Board in accordance with Section 114 AktG.
- (4) The Supervisory Board shall determine the information and reporting obligations of the Management Board towards the Supervisory Board. The information and reporting obligations of the Management Board regulated in the rules of procedure of a committee of the Supervisory Board remain unaffected. The Supervisory Board is entitled to amend and supplement the information and reporting obligations of the Management Board at any time.
- (5) At the proposal of the Personnel and Nomination Committee, the Supervisory Board shall decide on the remuneration system for the members of the Management Board in accordance with Section 87a AktG and the appropriate total remuneration of the individual members of the Management Board within the meaning of Section 87 AktG. In doing so, it observes the relevant recommendations of the German Corporate Governance Code, unless it declares a deviation in accordance with Section 161 AktG. It regularly reviews the remuneration system for the members of the Management Board, which it must submit to the Annual General Meeting for approval at least every four years and whenever a significant change is made (see Section 120a (1) AktG).

- (6) Irrespective of any delegation to the Audit Committee, the Supervisory Board is obliged to independently review the annual and consolidated financial statements, the management report for the company and the Group, including non-financial and sustainability reporting and comparable reports that the company is required to submit by law, the ESEF documents and the Management Board's proposal for the appropriation of profits, and is responsible for adopting the annual financial statements and approving the consolidated financial statements.
- (7) In fulfilling its duties, the Supervisory Board may inspect the company's books and records and, in particular, examine its holdings. It may also commission individual members or special experts for specific tasks to do so.

§ 3

Chairman and Deputy Chairman

- (1) Following the Annual General Meeting at which Supervisory Board members have been elected, the Supervisory Board shall elect a Chairman and a Deputy Chairman (Deputy Chairman) from among its members at a (constitutive) meeting chaired by the oldest member present in terms of age. A special invitation to this Supervisory Board meeting is not required. The election takes place for the duration of the elected member's membership of the Supervisory Board. The Chairman of the Supervisory Board should be independent within the meaning of the German Corporate Governance Code.
- (2) The Deputy Chairman shall deputize for the Chairman if he is unable to attend. If no Deputy Chairman has been appointed or if the Deputy Chairman is also unable to attend, the oldest member of the Supervisory Board in terms of age elected by the Annual General Meeting shall deputize for the Chairman.
- (3) The resignation of the Chairman from his office before the end of his term of office shall not affect the continued office of the Deputy Chairman. The same applies vice versa. If the Chairman or Deputy Chairman leaves office (prematurely) before the end of the term of office, the Supervisory Board shall immediately hold a new election for the remaining term of office of the departing member. 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.
- (4) The deputy shall have the rights and duties of the Chairman of the Supervisory Board if the latter is unable to attend and unless otherwise stipulated by law, the Articles of Association or these Rules of Procedure. If the Chairman is unable to attend, the Deputy Chairman shall perform the Chairman's duties on the Supervisory Board.

§ 4

Duties of the Chairman of the Supervisory Board

- (1) The Chairman represents the Supervisory Board externally and in dealings with the Management Board. Declarations and publications on behalf of the Supervisory Board shall be made by the Chairman. If a declaration is to be made to the Supervisory Board, it is sufficient to make it to the Chairman of the Supervisory Board. In all other respects, the Chairman of the Supervisory Board has the duties and rights stipulated by law, in the Articles of Association and in these Rules of Procedure.
- (2) The Chairman shall coordinate the work of the Supervisory Board and chair its meetings.
- (3) The Chairman of the Supervisory Board shall maintain regular contact with the Management Board, in particular with the Chairman or Spokesman of the Management Board, and discuss issues relating to the strategy, business development, risk situation, risk management and compliance of both the company and the Group. The Chairman of the Supervisory Board is informed immediately by the Chairman or Spokesman of the Management Board about important circumstances and events, such as business transactions at an affiliated company, which could have a significant impact on the company's situation. The Chairman of the Supervisory Board shall then inform the members of the Supervisory Board at the latest at the next Supervisory Board meeting and, if necessary, convene an extraordinary Supervisory Board meeting.
- (4) The Chairman shall hold discussions with investors on Supervisory Board-specific topics as required.

§ 5

Meetings of the Supervisory Board

- (1) The Supervisory Board must hold at least two meetings per calendar half-year and should hold at least one meeting per calendar quarter.
- (2) In addition to the ordinary meetings of the Supervisory Board, extraordinary meetings may be convened by the Chairman of the Supervisory Board at any time at the request of a member of the Supervisory Board or the Management Board. Otherwise, the provisions of Section 110 AktG shall apply.
- (3) Meetings of the Supervisory Board shall be convened by the Chairman of the Supervisory Board or, if he is unable to do so, by his deputy, giving 14 days' notice, not including the day on which the notice is sent and the day of the meeting. Meetings may be convened in writing or in text form, e.g. by fax or e-mail, or using standard electronic means of communication. In urgent cases, the Chairman may

shorten the notice period appropriately and convene the meeting verbally or by telephone. The Chairman of the Supervisory Board may cancel or postpone a convened meeting.

- (4) The time and place of the meeting and the items to be discussed must be communicated when the meeting is convened. Motions for resolutions must be sent in good time and in a form that allows for a written vote.
- (5) If an individual item on the agenda has not been properly announced, a resolution may only be passed on it if no Supervisory Board member objects or if there is particular urgency. Amendments or additions to the agenda made after the notice period has expired are permissible if no member of the Supervisory Board objects. Objections must be raised immediately.
- (6) The Management Board shall attend the meetings of the Supervisory Board unless otherwise determined by the Chairman of the Supervisory Board or the Supervisory Board. The Supervisory Board may also decide that the Management Board attends (only) part of the meeting. Experts and persons providing information may be called in to discuss individual items if the Chairman of the Supervisory Board or the Supervisory Board so determines. If the auditor is invited to attend meetings of the Supervisory Board as an expert, the Management Board shall not participate in this meeting unless the Supervisory Board deems its participation to be necessary.
- (7) The Supervisory Board shall also meet regularly without the Management Board.
- (8) The meetings of the Supervisory Board shall be chaired by the Chairman. The Chairman shall determine the order in which items on the agenda are discussed and the type of voting.
- (9) The report of the Supervisory Board to the Annual General Meeting shall state how many meetings of the Supervisory Board and the committees were held in person or as video or telephone conferences and how many meetings of the Supervisory Board and the committees were attended by the individual members.

§ 6

Resolution of the Supervisory Board

- (1) Resolutions of the Supervisory Board are generally passed in meetings. Meetings may also be held in the form of a telephone or video conference and individual Supervisory Board members may participate in meetings by telephone or video transmission. The meeting of the Supervisory Board at which the approval of the annual financial statements is decided shall be held in the form of a face-to-face meeting.
- (2) The Supervisory Board is quorate if at least three members participate in the resolution. A member shall also participate in the passing of resolutions if he or she

abstains from voting. Absent Supervisory Board members may participate in the passing of resolutions by having written votes submitted by other Supervisory Board members.

- (3) Outside of meetings, resolutions may be passed in writing, by telex, fax or telegraph or by e-mail if this is determined by the Chairman in individual cases. Resolutions passed outside of meetings shall be recorded in writing by the Chairman and the corresponding minutes of the resolution shall be forwarded to all members.
- (4) Resolutions of the Supervisory Board require a simple majority of the votes cast, unless a different majority is required by law. Abstentions count as votes not cast. In the event of a tie, the Chairman shall have the casting vote; if the Chairman of the Supervisory Board does not participate in the vote, his deputy shall have the casting vote.
- (5) The Chairman is authorized to make and receive the declarations required to implement the resolutions of the Supervisory Board and its committees, insofar as the Supervisory Board is responsible for their implementation. If the Chairman is prevented from doing so, his deputy shall have these powers.

§ 7

Minutes of meetings and resolutions

- (1) Minutes shall be taken of meetings of the Supervisory Board and signed by the Chairman. The minutes shall state the place and date of the meeting, the participants, the items on the agenda, the main content of the discussions and the resolutions of the Supervisory Board. Each member of the Supervisory Board shall be sent a copy of the minutes of the meeting signed by the Chairman or, if he is unable to attend, by his deputy.
- (2) Paragraph (1) shall apply accordingly to resolutions of the Supervisory Board that are passed outside of meetings, with the proviso that the minutes must also state how the resolutions were passed and the resolutions passed must be recorded in writing by the Chairman.

§ 8

Committees

- (1) The Supervisory Board may form committees from among its members and, to the extent permitted by law, delegate decision-making powers to them. The committees shall perform the tasks assigned to them on behalf of the Supervisory Board to the extent permitted by law.

- (2) The Supervisory Board shall appoint a committee member as committee chairman for each committee it forms. The respective committee members and the committee chairperson shall be named in the corporate governance declaration.
- (3) Section 4 (1) and (2) apply accordingly to the duties of the committee chairman. The committee chairman may call in Supervisory Board members who are not members of the committee in an advisory capacity.
- (4) Resolving committees to which the Supervisory Board has delegated decision-making powers shall only have a quorum if at least three members participate in the resolution.
- (5) In all other respects, the provisions of the Articles of Association and the provisions of these Rules of Procedure for the full Supervisory Board shall apply accordingly to the convening, meetings, resolutions and minutes of meetings and resolutions of the committees, unless otherwise specified.
- (6) The committee chairmen shall regularly report to the Supervisory Board on the work of the committees at the next Supervisory Board meeting following the committee meeting. In urgent matters, the committee chairperson shall immediately contact the Chairman of the Supervisory Board.
- (7) The committees shall work closely together and coordinate their activities with each other and with the Chairman of the Supervisory Board. The Chairman of the respective committee shall act as a link between the committee and other committees and their Chairmen, the Supervisory Board and the Chairman of the Supervisory Board. To increase efficiency and the exchange of information, several committees can hold joint meetings. Each committee may draw on documents from other committees as required, and one committee may prepare topics for another committee, provided that duplication of work is avoided. If topics overlap in the course of the committees' work, the committees concerned should hold joint meetings as required or have members of the other committee attend their meetings.

§ 9

Committees to be set up

- (1) The Supervisory Board forms the following committees from among its members, each consisting of at least three members:
 - a) Audit Committee;
 - b) Personnel and Nomination Committee;
 - c) ESG Committee.

§ 10

Audit Committee

- (1) At least one member of the Audit Committee must have expertise in the field of accounting (accounting expert) and at least one other member of the Audit Committee must have expertise in the field of auditing (audit expert); the members of the Audit Committee as a whole must be familiar with the sector in which the company operates. The expertise in the field of accounting should consist of special knowledge and experience in the application of accounting principles and internal control and risk management systems and the expertise in the field of auditing should consist of special knowledge and experience in the auditing of financial statements. Accounting and auditing also include sustainability reporting and its audit.
- (2) The Chairman of the Audit Committee should be an expert in at least one of the areas of accounting or auditing mentioned in paragraph (1) and should also be independent within the meaning of the German Corporate Governance Code. The Chairman of the Supervisory Board shall not chair the Audit Committee.
- (3) The Audit Committee deals in particular with issues relating to accounting and risk management, the internal control system and the compliance management system, the required independence of the auditor, the issuing of the audit mandate to the auditor, the determination of key audit areas and the fee agreement. Further details on the tasks assigned to the Audit Committee by the Supervisory Board are set out in the rules of procedure for the Audit Committee.

§ 11

Personnel and Nomination Committee

- (1) The Chairman of the Supervisory Board shall also be the Chairman of the Personnel and Nomination Committee.
- (2) The Personnel and Nomination Committee shall deal with issues relating to the Management Board and, in particular, prepare the personnel decisions of the Supervisory Board.
- (3) The Personnel and Nomination Committee shall nominate suitable candidates to the Supervisory Board for its proposals to the Annual General Meeting for the election of Supervisory Board members. The Personnel and Nomination Committee draws up and regularly reviews the requirements profile for the Supervisory Board in accordance with Section 14 and monitors suitable individuals as potential successor candidates for the Supervisory Board.

§ 12

ESG Committee

The ESG Committee monitors and advises on the company's environmental and sustainability programs as well as its social and governance guidelines.

§ 13

Consultation on corporate governance and self-assessment

- (1) The Supervisory Board shall discuss the status and further development of corporate governance at SUSS MicroTec SE at least once a year. In particular, it shall discuss
 - compliance with the recommendations of the German Corporate Governance Code;
 - the principles of remuneration of the members of the Management Board
 - the review of the Management Board's duty to report to the Supervisory Board and the provision of information to the Supervisory Board by the Management Board.
- (2) The Supervisory Board shall assess at least once a year how effectively the Supervisory Board as a whole and its committees fulfill their duties. The subject of this self-assessment is in particular
 - the procedural processes in the Supervisory Board and its committees
 - the quality of the discussions
 - the content of the committees;
 - the need to form additional committees. (1) The Chairman of the Supervisory Board shall also be the Chairman of the Personnel and Nomination Committee.

§ 14

Requirements profile for the Supervisory Board

- (1) The overall requirements profile for the entire Supervisory Board to be prepared by the Personnel and Nomination Committee and adopted by the Supervisory Board (see § 2 para. (2) lit. a)) includes a skills profile, a diversity concept and specific objectives for the composition of the Supervisory Board. The skills profile also includes expertise on sustainability issues of importance to the company. The status of implementation of the objectives specified by the Supervisory Board for its composition and the skills profile developed for the entire Board is disclosed in the form of a skills matrix in the corporate governance declaration.
- (2) Proposals by the Supervisory Board for the election of Supervisory Board members to the Annual General Meeting shall take into account the specific objectives set for its composition in accordance with paragraph (1) and aim to fulfill the overall profile of requirements (including the profile of skills and expertise and the diversity

concept) for the entire Board. Election proposals also take into account that (i) the term of office of a candidate proposed for election to the Supervisory Board should generally end at the latest at the end of the Annual General Meeting following the candidate's 75th birthday and (ii) the candidate has not been a member of the Supervisory Board for more than 12 years at the end of his or her term of office. The election of shareholder representatives to the Supervisory Board shall be conducted as an individual election.

§ 15

Conflicts of interest

- (1) (Each member of the Supervisory Board shall disclose conflicts of interest - in particular those that may arise as a result of a consultancy or board function with customers, suppliers, lenders or other business partners of the company - to the Chairman of the Supervisory Board without delay.
- (2) As soon as significant and not merely temporary conflicts of interest arise in the person of a Supervisory Board member, the Supervisory Board member concerned must resign from office.
- (3) In its report to the Annual General Meeting, the Supervisory Board shall provide information on any conflicts of interest that have arisen and how they have been dealt with.

§ 16

Duty of confidentiality

- (1) The members of the Supervisory Board must maintain confidentiality towards third parties regarding confidential information and secrets of the company, in particular trade or business secrets, which become known to the members of the Supervisory Board through their activities on the Supervisory Board, even after the termination of their office as a member of the Supervisory Board. In particular, Supervisory Board members are obliged to maintain confidentiality regarding confidential reports and confidential discussions received. The duty of confidentiality also applies in particular to voting behavior, the course of the debate, statements and personal comments made by individual Supervisory Board members.
- (2) If a member of the Supervisory Board intends to pass on information to a third party which it cannot be ruled out with certainty that it falls under the duty of confidentiality (see paragraph (1)), he/she is obliged to inform the Chairman or, in the case of an intended disclosure of information by the Chairman, the Deputy Chairman in advance and give him/her the opportunity to comment.

- (3) Documents and files obtained in the course of Supervisory Board activities must be stored securely and may not be handed over or made accessible to third parties.
- (4) Upon leaving office, the members of the Supervisory Board are obliged to immediately hand over all documents and files in their possession that relate to matters of the company that are not publicly known, together with duplicates, copies and transcripts as well as other (including digital) data embodiments, to the company for the attention of the Chairman of the Supervisory Board or, in the case of the Chairman of the Supervisory Board, for the attention of the Deputy Chairman, or - if it is not physically possible to hand over the information - to delete or destroy it in accordance with data protection regulations. The members of the Supervisory Board have no right of retention to such documents and files.

§ 17

Training and further education

- (1) The members of the Supervisory Board shall undertake the training and further training measures required for their duties on their own responsibility.
- (2) The company shall provide the members of the Supervisory Board with appropriate support for their induction to office and for training and development measures. The Supervisory Board report shall provide information on the measures carried out.

§ 18

Directors' dealing obligations

- (1) Transactions by members of the Supervisory Board and persons closely related to them in shares or debt instruments of the Company or in related financial instruments, in particular derivatives, must be reported immediately to the Company and the German Federal Financial Supervisory Authority (BaFin) in accordance with Article 19 of Regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse (Market Abuse Regulation) as soon as the total amount of such transactions in a calendar year reaches the currently applicable threshold, currently EUR 20,000.
- (2) Each Supervisory Board member is obliged to notify SUSS MicroTec SE of the persons closely associated with him/her and must also instruct these persons closely associated with him/her in writing about their obligations in the case of transactions for their own account and keep a copy of the instruction document. SUSS MicroTec SE provides the members of the Supervisory Board with a corresponding form or a corresponding (digital) service with which the members of the Supervisory Board can fulfill their aforementioned obligations with regard to the persons closely associated with them.

§ 19

Miscellaneous

The members of the Supervisory Board inform the company on an ongoing basis of the mandates they hold on the management or supervisory bodies of other commercial enterprises.

§ 20

Validity and publication of the Rules of Procedure

These rules of procedure shall remain in force until the Supervisory Board decides otherwise. The current version of the rules of procedure is available on the company's website.

Note:

This is a translation of the Rules of Procedure for the Supervisory 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 for the Supervisory Board of SUSS MicroTec SE is authoritative.

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