

## **Annual General Meeting 2026**

# **Report of the Management Board on Agenda Item 9 of the 2026 Annual General Meeting of SUSS MicroTec SE regarding the reasons for authorizing the exclusion of subscription rights in connection with the issuance of convertible bonds and/or warrants**

## **Report of the Management Board on Agenda Item 9 of the 2026 Annual General Meeting of SUSS MicroTec SE regarding the reasons for authorizing the exclusion of subscription rights upon the issuance of convertible bonds and/or bonds with warrants pursuant to Sections 221 (4), second sentence, and 186 (4), second sentence, of the German Stock Corporation Act (AktG)**

The Management Board of SUSS MicroTec SE hereby submits, in accordance with Sections 221(4), second sentence, Section 186 (4) sentence 2 of the German Stock Corporation Act (AktG), the following written report on the reasons for authorizing the exclusion of shareholders' subscription rights in certain cases when issuing convertible bonds and/or bonds with warrants, or a combination of these instruments (hereinafter collectively referred to as "bonds").

Adequate capitalization is an essential foundation for the Company's further development. By issuing bonds, the Company can take advantage of attractive financing opportunities depending on market conditions and secure additional flexibility for corporate financing and access to debt capital in the interests of the Company and its shareholders. The Management Board and Supervisory Board therefore propose to the Annual General Meeting, under agenda item 9, to authorize the Management Board, with the approval of the Supervisory Board, to issue, on one or more occasions, bearer and/or registered convertible and/or option bonds, or a combination of these instruments, with a total nominal value of up to EUR 300,000. 000.00, with or without a maturity restriction, and to grant the holders or creditors of these bonds conversion or option rights, including conversion or option obligations, to new registered shares of the Company with a pro rata share of the share capital totaling up to EUR 1,911. 553.00, in accordance with the detailed provisions of the terms and conditions of issue.

To satisfy these rights and obligations, as well as any put options, a new Contingent Capital 2026 of up to EUR 1,911,553.00 is to be created. The conditional capital increase will be carried out only to the extent that conversion or option rights are exercised, conversion or option obligations are fulfilled, or shares are tendered, and provided that no other forms of fulfillment are used for this purpose.

The bonds may be issued in exchange for a cash contribution, but also in exchange for a contribution in kind, in particular an equity interest in other companies. They may also be issued by subsidiaries of the Company; in which case the Management Board shall be authorized, with the approval of the Supervisory Board, to assume a guarantee on behalf of the issuing company for the redemption of the bonds and to grant the holders or creditors of such bonds shares of the company to service conversion or option rights or corresponding obligations or a put option of the issuer. The bonds may be issued not only in euros but also in the legal currency of an OECD country.

The terms of issue may provide not only for conversion or option rights but also for conversion or option obligations, as well as a right of the issuer to require the delivery of shares of the Company. Furthermore, it may be provided that, to satisfy the rights or obligations or to exercise the right of the issuer to require delivery, shares from Authorized Capital 2026 may be replaced by shares from authorized capital, treasury shares of the Company, or, in whole or in part, a cash settlement.

Similarly, it may be provided that the Company grants the bondholders new shares or treasury shares of the Company, in whole or in part, in lieu of payment of a sum of money due. These structuring options expand the Company's flexibility and enable it to adapt its financing to the prevailing capital market conditions. At the same time, they can help to avoid or reduce the issuance of new shares and the associated dilution effects for shareholders in specific cases, for example, if a cash settlement is made instead of new shares or if treasury shares are used to service the debt.

The proportionate amount of the share capital of the shares to be issued upon conversion or exercise of an option per bond may in no case exceed the par value or issue price of the bond. The conversion or option price to be determined in the terms and conditions of issue must—even in the case of a variable exchange ratio and taking into account rounding and additional payments—generally amount to at least 80% of the relevant reference price of the Company's shares as determined in accordance with the authorization. In the case of bonds with a mandatory conversion/option exercise or with a right of the Company to grant the holders or creditors of the bonds, in whole or in part, shares of the Company in lieu of payment of the amount due, the conversion/option price may alternatively be based on the arithmetic average of the closing prices of the Company's shares on at least three trading days immediately preceding the determination of the conversion/option price, in accordance with the detailed provisions of the terms of issue, even if this average price is below the aforementioned minimum price of 80%. Section 9 (1) of the German Stock Corporation Act (AktG) and Section 199 of the German Stock Corporation Act (AktG) remain unaffected.

The terms of issuance may also provide for anti-dilution provisions or adjustments, particularly if capital changes occur at the Company during the term of the bonds, such as a capital increase or reduction, a stock split, dividend payments, the issuance of additional convertible or warrant bonds, conversion measures, or other events that affect the value of the warrant or conversion rights. Dilution protection or adjustments may be provided for, in particular, by granting subscription rights, by changing the conversion/option price, and by changing or granting cash components.

When bonds are issued, shareholders are generally entitled to statutory subscription rights. The bonds may also be offered to shareholders by way of an indirect subscription right pursuant to Section 186(5) of the German Stock Corporation Act (AktG); in this case, they are underwritten by a credit institution, securities firm, or an entity equivalent thereto pursuant to Section 186(5), sentence 1 of the German Stock Corporation Act (AktG) (financial institution), or a consortium of such institutions, with the obligation to offer them to shareholders for subscription. If the bonds are issued by subsidiaries of the Company, the Company must ensure that the statutory subscription rights are granted to the Company's shareholders in accordance with the preceding sentences. By choosing this form of execution provided for by law, the economic substance of the shareholders' subscription rights is preserved; this is merely a simplified form of execution for technical reasons.

However, the Management Board is to be authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in the specific cases set forth in the proposed resolution under agenda item 9. These cases are explained below:

### 1. Exclusion of subscription rights for fractional shares

The Management Board shall be authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in order to exclude any fractional amounts from the subscription rights. Such fractional amounts may arise from the respective issue volume and the determination of a practicable subscription ratio. Excluding subscription rights for fractional amounts allows the proposed authorization to be utilized with round amounts and facilitates the technical processing of a rights offering. The value of such fractional amounts per shareholder is generally low, whereas the cost of an issuance without such an exclusion would be significantly higher. The bonds excluded from subscription rights as free fractional amounts will be utilized in the best possible way for the Company. For these reasons, the Management Board and the Supervisory Board consider the possible exclusion of subscription rights to be objectively justified and, after weighing the interests of the shareholders, also appropriate.

## 2. Exclusion of subscription rights in favor of the holders or creditors of already issued bonds (dilution protection)

The Management Board shall also be authorized, with the approval of the Supervisory Board, to exclude subscription rights to the extent necessary to grant holders or creditors of bonds with conversion and/or option rights or conversion/option obligations on shares of the Company subscription rights to compensate for dilution, to the extent that such rights would be due to them upon the exercise of these rights or the fulfillment of these obligations. Bonds with conversion or option rights or conversion or option obligations typically provide for dilution protection in their terms of issue. The holders or creditors are thereby treated as if they were already shareholders. In order to be able to provide the bonds with such standard market dilution protection, shareholders' subscription rights must be excluded to that extent. The exclusion of subscription rights in favor of the holders or creditors of already issued bonds also has the advantage that, in the event the authorization is exercised, the conversion or option price for the already issued bonds does not have to be reduced in accordance with the respective terms of issue. This facilitates the placement of the bonds and is therefore in the interest of the Company and its shareholders.

### 3. Exclusion of subscription rights in connection with an issuance in exchange for a cash contribution pursuant to Section 186(3), fourth sentence, of the German Stock Corporation Act (AktG)

The Management Board shall also be authorized, with the approval of the Supervisory Board, to exclude subscription rights in connection with bonds issued in exchange for cash contributions, provided that the Management Board, after due and proper review, concludes that the issue price of the bonds does not fall significantly below their theoretical market value as determined using recognized actuarial methods. This option to exclude subscription rights enables the Company to take advantage of favorable capital market conditions quickly and flexibly and to place a bond on the market rapidly and on attractive terms. This allows for a cash inflow that is typically higher than that achieved through an issue with subscription rights.

If subscription rights are granted, the Company is often forced to apply a significant discount due to the statutory subscription period and the uncertainties associated with the subscription rights regarding the actual exercise of such rights. Furthermore, the successful placement of the bonds would entail additional time and cost if subscription rights were in place. Particularly during volatile market phases, favorable terms that are as close to market conditions as possible can generally only be secured if the company is not bound by them for an extended offering period. The exclusion of subscription rights therefore enables very rapid action and placement close to market conditions.

The interests of the shareholders are safeguarded in this regard by ensuring that the bonds are not issued at a price significantly below their theoretical market value. The theoretical market value must be determined using recognized methods, particularly those based on financial mathematics. When setting the price, the Management Board will keep the discount from the theoretical market value as low as possible, taking into account the prevailing capital market conditions. As a result, the calculated value of a subscription right will fall to near zero, so that shareholders will not suffer any significant economic disadvantage from the exclusion of subscription rights. Shareholders who wish to maintain their share of the Company's share capital may also do so on approximately the same terms by purchasing additional shares on the stock exchange.

The authorization to exclude subscription rights in connection with the issuance of shares in exchange for cash contributions is further limited in several respects. First, this authorization applies only to bonds with conversion or option rights or conversion or option obligations relating to shares of the Company, the aggregate proportion of which in the share capital does not exceed 10% of the share capital, namely neither of the share capital existing at the time the authorization takes effect nor of the share capital existing at the time of its exercise. Shares shall be counted toward this limit if they (i) were issued or sold during the term of the authorization, prior to its exercise, pursuant to other authorizations in direct or analogous application of Section 186(3), fourth sentence, of the German Stock Corporation Act (AktG) with the exclusion of subscription rights, and (ii) are to be issued to service bonds with conversion or option rights or conversion or option obligations, provided that these bonds were issued during the term of the authorization in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) with the exclusion of subscription rights.

In addition, the proposed resolution includes an overall limit covering all exclusions of subscription rights under this authorization. Accordingly, the total number of bonds to be issued under the foregoing authorizations with the exclusion of subscription rights is limited to a number of bonds with option or conversion rights or conversion or option obligations into shares, the aggregate proportion of which in the share capital may not exceed 10% of the share capital, neither at the time the authorization takes effect nor—if this value is lower—at the time of its exercise. Treasury shares sold during the term of this authorization up to the issuance of the bonds without subscription rights, as well as those shares issued from authorized capital without subscription rights during the term of this authorization up to the issuance of the bonds without subscription rights, are counted toward this 10% limit. These additional quantitative restrictions keep any potential detriment to shareholders within narrow limits. Furthermore, despite the expanded legal options opened up by the Future Financing Act, the proposed resolution deliberately remains at a limit of 10% of the share capital.

To the extent that, pursuant to the proposed resolution, a deduction is made from the aforementioned 10% threshold for the simplified exclusion of subscription rights pursuant to Section 186(3), fourth sentence, of the German Stock Corporation Act (AktG), such counting shall cease to apply prospectively if and to the extent that the respective authorization, the exercise of which resulted in the counting, is re-granted by the Annual General Meeting in compliance with the statutory provisions.

This may, in particular, concern the re-granting of authorization to issue new shares from authorized capital, to sell treasury shares, or to issue bonds with a simplified exclusion of subscription rights. This is because, in such a case, the Annual General Meeting has once again decided on the possibility of a simplified exclusion of subscription rights, thereby removing the basis for the offset. If a corresponding authorization is exercised again, the offset is applied once more.

**4. Exclusion of subscription rights in the case of an issuance in exchange for a contribution in kind** Finally, the Management Board is to be authorized, with the approval of the Supervisory Board, to exclude subscription rights if bonds are issued in exchange for contributions in kind, in particular in connection with business combinations or for the (including indirect) acquisition of companies, parts of companies, interests in companies, receivables, or other assets. This gives the Company the option of using bonds as acquisition currency in appropriate individual cases. This option provides a competitive advantage in the pursuit of attractive acquisition targets and gives the Company the necessary flexibility to take advantage of opportunities to acquire companies, parts of companies, interests in companies, receivables, or other assets in a manner that preserves liquidity. Particularly in the context of international competition, it may be necessary to act quickly and flexibly. In each individual case, the Executive Board will ensure that the value of the contribution in kind is in reasonable proportion to the theoretical market value of the bonds, as determined using recognized methods, particularly those based on financial mathematics. This option will only be exercised if it is in the best interests of the Company.

## 5. Conditional Capital 2026

The proposed Contingent Capital 2026 is required to satisfy the conversion or option rights associated with the bonds, as well as the corresponding obligations or put rights, unless other forms of fulfillment are utilized. The issuance of new shares from the Contingent Capital 2026 may only take place at a conversion or option price that complies with the terms of the authorization. The volume of the Contingent Capital 2026 of up to EUR 1,911,553.00 takes into account the maximum extent of servicing the bonds with new shares as provided for in the proposed resolution.

After weighing all of the aforementioned circumstances, the Management Board considers the proposed authorizations to exclude subscription rights within the described limits to be suitable, necessary, and appropriate, as well as objectively justified in the interest of the Company and its shareholders.

There are currently no specific plans to exercise the authorization to issue bonds. The Management Board will carefully examine in each individual case whether the exercise of the authorization and any exclusion of subscription rights are in the interest of the Company and its shareholders. The Management Board will report on any exercise of the authorization granted under agenda item 9 at the next Annual General Meeting.

**Garching, Germany, April 2026**

SUSS MicroTec SE  
**The Management Board**

**Note:** This is a translation of the German-language information on agenda item 9 for the Annual General Meeting 2026. Although SUSS has made every effort to provide a faithful translation, only the text of the German-language document is binding.