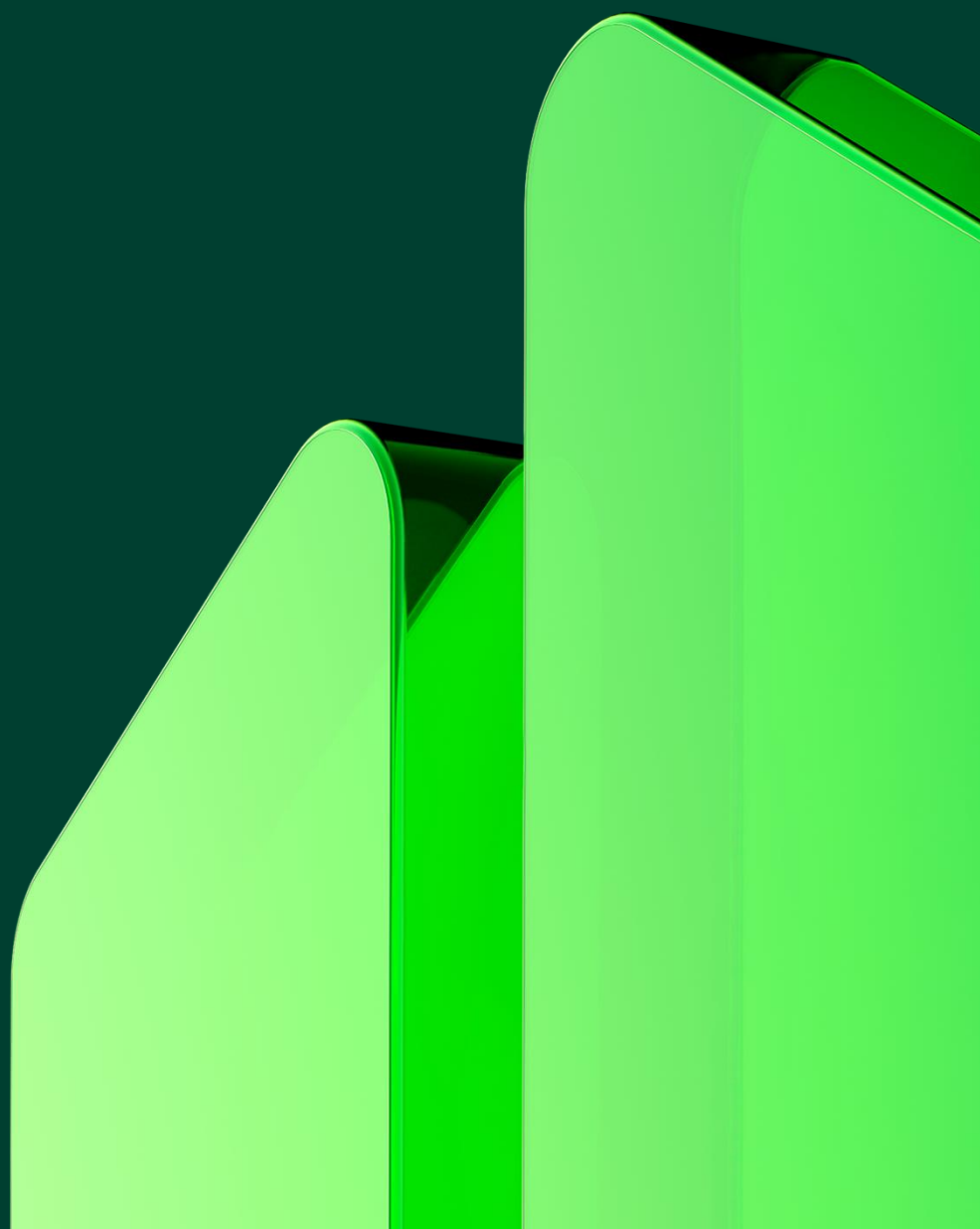


# Remuneration system of the Supervisory Board

of SUSS MicroTec SE



# **Remuneration system for the members of the Supervisory Board**

of SUSS MicroTec SE

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## **Principles of remuneration for Supervisory Board members**

The system for the remuneration of Supervisory Board members is based on the statutory requirements and takes particular account of the recommendations and suggestions of the German Corporate Governance Code.

The remuneration of Supervisory Board members should be balanced overall and proportionate to the tasks and situation of the company. The amount and structure of Supervisory Board remuneration should be in line with the market and ensure that the company is always able to attract outstandingly qualified candidates for the Supervisory Board. This is a prerequisite for the best possible performance of the Supervisory Board's advisory and monitoring activities, which in turn make a significant contribution to promoting the company's business strategy and long-term development.

## **Remuneration structure**

In accordance with the suggestion of the German Corporate Governance Code, the members of the Supervisory Board receive fixed remuneration without variable components in order to strengthen their independence when performing their monitoring and advisory duties and when making personnel and remuneration decisions. Particularly in economically strained situations, in which variable remuneration components generally decline, there is a need for more intensive monitoring and advice to the Management Board, which is often accompanied by a heavier workload and an increased liability risk for the Supervisory Board members.

The higher time commitment of the Chairman and Deputy Chairman of the Supervisory Board as well as the Chairman and members of committees is taken into account in the remuneration. The Chairman of the Supervisory Board receives 2.4 times and the Deputy Chairman 1.5 times the annual fixed remuneration of an ordinary member of the Supervisory Board. For work on committees - with

certain exceptions set out in the exceptions set out in the Articles of Association - additional remuneration is granted. In view of the the special requirements in terms of content and time, the Chairman and the members of the members of the Audit Committee receive higher additional remuneration than members of members of other committees. In addition, each member of the Supervisory Board receives an attendance fee.

If members of the Supervisory Board leave the Supervisory Board in the course of a financial year, they receive the remuneration pro rata temporis. This applies accordingly if a member of the Supervisory Board resigns from a function associated with increased remuneration. The remuneration is payable quarterly at the end of each quarter. In addition to the function-related fixed remuneration, the members of the Supervisory Board will continue to be reimbursed for their reasonable expenses and the value added tax payable on their Supervisory Board remuneration. In addition, the members of the Supervisory Board are included in a financial loss liability insurance policy for executive bodies and certain managers maintained by the company in the interests of the company, insofar as such a policy exists. The premiums for this are paid by the company.

### **Review of the remuneration system and handling of conflicts of interest**

The Supervisory Board regularly reviews the appropriateness of the Supervisory Board's remuneration system and the individual remuneration regulations. The Supervisory Board is supported in this by its Personnel and Nomination Committee and, if necessary, by an independent external remuneration consultant. Among other things, a horizontal market comparison is carried out as part of the review. The remuneration of the Supervisory Board of SUSS MicroTec SE is compared with the Supervisory Board remuneration of other comparable companies - these are regularly comparable companies from the SDAX and TecDAX - and compared in terms of components as well as amount and structure. On this basis, and taking into account the importance and effort involved in the work of the Supervisory Board and its committees, the Supervisory Board decides whether a change in its remuneration is necessary and appropriate. If this is the case, the Management Board and Supervisory Board submit a proposal to the Annual General Meeting to adjust the remuneration. In any case, the Management Board and Supervisory Board submit the remuneration of the Supervisory Board members to the Annual General Meeting for resolution at least every four years in accordance with Section 113 (3) of the German Stock Corporation Act (AktG). The Annual General Meeting can confirm the existing system of Supervisory Board remuneration or pass a resolution to change it. Resolutions to this effect are proposed to the Annual General Meeting by the Executive Board and the Supervisory Board in accordance with

the statutory allocation of powers. The Annual General Meeting is responsible for deciding on the structure of the remuneration system and the amount of Supervisory Board remuneration

The responsibility of the Annual General Meeting for the structure and amount of Supervisory Board remuneration and the binding nature of the decisions of the Annual General Meeting prevent conflicts of interest in the determination and implementation of remuneration. Otherwise, the general rules apply to conflicts of interest, according to which such conflicts must be disclosed and dealt with appropriately depending on the intensity of the conflict.

**The remuneration of the members of the Supervisory Board of SUSS MicroTec SE is regulated in Section 20 of the statutes.**

### **„§ 20 Remuneration of the members of the Supervisory Board**

- (1) The members of the Supervisory Board receive fixed annual remuneration of EUR 45,000.00. The Chairman of the Supervisory Board receives 2.4 times and the Deputy Chairman 1.5 times the remuneration granted in accordance with sentence 1. In addition, each member of the Audit Committee receives an annual fixed remuneration of EUR 15,000.00 and the Chairman of the Audit Committee receives 2.67 times this committee remuneration, each member of the Personnel Committee or Personnel and Nomination Committee receives an annual fixed remuneration of EUR 10,000.00 and each member of other committees formed by the Supervisory Board receives an annual fixed remuneration of EUR 10,000.00 per committee, whereby the chairmen of these committees each receive 2.0 times the aforementioned amounts. If a Supervisory Board member is a member of two committees at the same time, only the highest-paid committee membership is remunerated in addition to the fixed annual remuneration in accordance with sentence 1. If a Supervisory Board member is a member of more than two committees at the same time, only the membership of the two committees with the highest remuneration is remunerated in addition to the fixed annual remuneration in accordance with sentence 1.
- (2) In addition, each member of the Supervisory Board receives an attendance fee of EUR 1,000.00 for attending meetings of the Supervisory Board and meetings of a committee of which they are a member in person, by telephone or video conference or corresponding connection. Multiple meetings (regardless of whether they are

meetings of the Supervisory Board or meetings of the committees) that take place on the same day are not remunerated more than once.

- (3) The members of the Supervisory Board are included in a pecuniary loss liability insurance policy taken out by the company in favor of the members of the Management Board and Supervisory Board at standard market conditions.
- (4) The remuneration in accordance with paragraphs 1 and 2 is payable quarterly at the end of each quarter. Members of the Supervisory Board who have only belonged to the Supervisory Board or a committee for part of the financial year receive pro rata remuneration for each month or part month of their activity. Each member of the Supervisory Board is reimbursed for expenses incurred in the performance of their duties. In addition, members of the Supervisory Board are reimbursed for any value added tax payable on the reimbursement of expenses or Supervisory Board remuneration, provided they are entitled to invoice the company separately for value added tax and exercise this right.
- (5) The remuneration of the Supervisory Board shall be determined for the first time for the financial year beginning on January 1, 2025 in accordance with the provisions of this Section 20."

**Note:** This is a translation of Section 20 of the Statute of SUSS MicroTec SE. Every effort has been made to provide a faithful translation. However, only the German version of the Statute is authoritative.

**SUSS MicroTec SE**  
Schleißheimer Straße 90  
85748 Garching, Germany  
Telefon: +49 89 32007-100  
e-mail address: [info@suss.com](mailto:info@suss.com)

**suss.com**