

**Annual General Meeting 2025**

# **Disclosures required by takeover law**

Supplementary documents for agenda item 1

## **Disclosures Required by Takeover Law in Accordance with Section 289a and Section 315a of the German Commercial Code (HGB)**

### **(1) Composition of subscribed capital**

As of December 31, 2024, the subscribed capital of the Company totaled € 19,115,538.00 (previous year: € 19,115,538.00). Equity capital is divided into 19,115,538 (previous year: 19,115,538) registered, no-par-value individual shares representing a pro-rata amount of € 1.00 per share. The shares are fully paid in. The same rights and obligations apply to all shares. Each share confers one vote at the Annual General Meeting and determines the shareholders' portion of the Company's profits. A shareholder in relation to the Company is only someone who is entered as such in the register of shareholders. Shareholders must provide the Company with the information necessary to be included in the share registry.

### **(2) Restrictions with regard to voting rights or the transfer of shares**

There are no restrictions with regard to voting rights or the transfer of shares, as stipulated by the Articles of Incorporation. We are also not aware of the existence of such agreements between shareholders.

### **(3) Investments in capital that exceed 10 percent of the voting rights**

As of December 31, 2024, there are no investments in the capital of SUSS MicroTec SE exceeding 10 percent of the voting rights.

The current voting rights notifications pursuant to the German Securities Trading Act (WpHG) are published on [www.suss.com](http://www.suss.com), in the Investor Relations section.

#### (4) Shares with extraordinary rights that grant controlling authority

Shares with extraordinary rights that grant controlling authority do not exist.

#### (5) The nature of voting rights control when employees have a stake in the company's capital and do not exercise their control rights directly

To the extent that SUSS MicroTec SE issues shares to employees through an employee share program, the shares are transferred to the employees directly. The beneficiary employees can exercise the control rights to which they are entitled from the employee shares directly in the same way as other shareholders in accordance with the statutory provisions and the provisions of the Articles of Incorporation. There is currently no share option program in place for employees.

#### (6) Legal provisions and rules in the statute for appointing members to the management board and asking them to step down as well as making changes to the Statute

The appointment and dismissal of members of the Management Board are governed by Articles 39, 46 of the SE Regulation, Section 16 of the German SE Implementation Act, Sections 84 and 85 of the German Stock Corporation Law (AktG), and Section 8 of the Statute of the Company. Accordingly, members of the Management Board are appointed by the Supervisory Board for a maximum of six years. A reappointment or extension of their terms is permitted for a maximum of six years. The Supervisory Board decides on the appointment and dismissal of Management Board members with a simple majority vote. The Management Board consists of a minimum of two persons, with the number of Management Board members being determined by the Supervisory Board.

The Supervisory Board may appoint a member of the Management Board as the Chairman or Spokesman of the Management Board as well as a Deputy Chairman or Spokesman of the Management Board. If a required member of the Management Board is absent, in urgent cases the member can be legally summoned upon petition by a concerned party. The Supervisory Board may revoke the appointment of a Management Board member and the nomination of the Chairman of the Management Board for good cause. Changes to the Statute require a resolution by the Annual General Meeting. Such resolutions require a majority of two-thirds of the votes cast or, if at least half of the equity capital is represented, a simple majority of the votes cast in accordance with Section 27 (1) of the Articles of Incorporation, unless mandatory statutory provisions require otherwise. The authority to make changes that pertain to the wording only is delegated to the Supervisory Board, in accordance with Section 18 (3) of the Articles of Incorporation.

#### (7) Authority of the management board to issue or buy back shares

The Management Board is authorized to increase the equity capital of the Company until May 30, 2028, on one or more occasions up to a total of € 2,500,000.00 through the issuance of up to 2,500,000 new registered share certificates for cash or non-cash contributions, subject to the approval of the Supervisory Board.

In the process, the shareholders are granted subscription rights. The new shares can also be taken over by one or more banks determined by the Management Board with the obligation to offer these to shareholders (indirect subscription rights). However, the Management Board is authorized to exclude the subscription rights of shareholders with the approval of the Supervisory Board:

- a) To offset fractional amounts

- b) If, in the case of an increase in capital stock against tangible assets, shares are granted for the purpose of acquiring companies, parts of companies, or investments in companies (including an increase in existing investments), or for the purpose of acquiring receivables against the Company
- c) If an increase in capital stock for cash contributions does not exceed 10 % of the equity capital and the issue price of the new shares is not significantly lower than the stock market price (Section 186 (3)(4) of the German Stock Corporation Law (AktG)); when utilizing this authorization excluding subscription rights in accordance with Section 186 (3)(4) AktG, the exclusion of subscription rights based on other authorizations in accordance with Section 186 (3)(4) AktG should be taken into account

The total number of shares issued under this authorization in exchange for cash and/or non-cash contributions, excluding shareholders' subscription rights, may not account for more than 10 percent of the equity capital at the time this authorization takes effect.

Deducted from this limit are shares that (i) were issued or sold in the direct or corresponding application of Section 186 (3)(4) of the German Stock Corporation Act (AktG) excluding subscription rights during the term of this authorization and that (ii) are issued or can or must be issued to service bonds with conversion or option rights or obligations, insofar as the bonds are issued after this authorization takes effect in the corresponding application of Section 186 (3)(4) of the German Stock Corporation Act excluding the subscription rights of shareholders.

The Management Board is authorized, with the approval of the Supervisory Board, to establish further details regarding the increase in capital stock and its implementation. The Supervisory Board is authorized to adjust the wording of the Articles of Incorporation accordingly following each utilization of approved capital or expiration of the deadline for the utilization of approved capital.

**(8) Significant agreements on the part of the company subject to the condition of a change of control resulting from a corporate takeover bid**

The syndicated loan of € 56 million, which runs until October 2026, contains an extraordinary right of termination in the event of a significant change in the Company's circumstances, and the parties are unable to reach an agreement on the continuation of the loan agreement in good time.

SUSS MicroTec SE is not subject to any other significant agreements that would apply in the event of a change of control as a result of a takeover bid.

**(9) Compensation agreement of the company with Management Board members or employees in the event of a corporate takeover bid**

No special rules exist with regard to the voting rights tied to shares or any control options resulting from this, either through the establishment of special stock categories or through restrictions on voting rights or transfers. There are no provisions extending beyond the legal regulations regarding the appointment of members of the Management Board or asking them to step down.

**(10) Disclosures relating to the acquisition of treasury shares**

SUSS did not acquire any treasury shares in the reporting period.