SUSS

2024

Remuneration Report

Remuneration Report

Remuneration of the Members of the Management Board and Supervisory Board

The following remuneration report pursuant to Section 162 of the German Stock Corporation Law (AktG) presents and explains the remuneration granted and owed to the current and former members of the Management Board and the Supervisory Board of SUSS MicroTec SE (hereinafter also referred to as "SUSS" or the "Company") in the 2024 financial year. The Remuneration Report provides a detailed and individualized explanation of the structure and amount of the individual components of the remuneration of the Management Board and Supervisory Board. The Remuneration Report was prepared jointly by the Management Board and the Supervisory Board.

Remuneration of Management Board Members

Review of the 2024 Remuneration Year

The Management Board of SUSS MicroTec SE assesses the overall economic situation of the Group as exceptionally positive. Revenue increased by 46.6 percent compared to the previous year, reaching € 446.1 million (previous year: € 304.3 million). The SUSS Group's net profit for the 2024 financial year amounted to € 110.3 million (previous year: € 4.7 million) and includes, in addition to a very high and disproportionately elevated operating income, the proceeds from the sale of the "MicroOptics" business unit. Due to the very strong business performance, the sales and earnings forecast was already significantly raised in July 2024. Accordingly, the share price performed positively in the 2024 financial year.

As part of the corporate strategy to focus the Group on the core markets of the semiconductor industry and to increasingly concentrate on the growth prospects of the "Advanced Backend Solutions" and "Photomask Solutions" business units, the "MicroOptics" business unit, consolidated under SUSS MicroOptics S.A., Hauterive, Switzerland ("SMO"), was sold in January 2024. With the complete divestment of the "MicroOptics" business unit, the composition of SUSS has changed significantly, and the corporate planning has been adjusted accordingly. Due to this extraordinary development, the Supervisory Board made use of the option recommended under G.11 of the German Corporate Governance Code and, in February 2024, adjusted the targets of the ongoing LTI tranches 2022–2024 and 2023–2025 by excluding the SMO business. The planned and target values for sales growth and Return on Capital Employed (ROCE) attributable to SMO were eliminated.

Consideration of the resolution of the 2024 Annual General Meeting on the 2023 remuneration report

The current remuneration system for the members of the Management Board was approved by a large majority of 98.4 percent of shareholders at the 2022 Annual General Meeting. By contrast, the 2023 remuneration report only received 45.8 percent approval at the 2024 Annual General Meeting and was therefore not approved. The criticism voiced by proxy advisors and investors related primarily to the remuneration practice applied in the 2023 financial year, namely the granting of a sign-on as well as a sign-on and retention bonus to the newly appointed Management Board members Burkhardt Frick and Dr. Cornelia Ballwießer. In addition, there were minor objections to the fact that the basic remuneration of Dr. Thomas Rohe for the 2023 financial year was increased from € 202,500 to € 275,000 without explaining this increase in more detail in the remuneration report and that the comparatively low approval rate of 74.98 percent was not directly addressed in the remuneration report. The exchange with stakeholders and their feedback on corporate governance and remuneration aspects are a high priority for SUSS and the Supervisory Board. The Personnel and Nomination Committee and the Supervisory Board have therefore dealt intensively with the points of criticism expressed and taken them into account accordingly when preparing this remuneration report. In particular, the Supervisory Board has taken the criticism of the sign-on

and retention bonuses as an opportunity to reconsider the remuneration practice in this regard and has come to the following conclusion:

For SUSS, the possibility of granting an appropriate sign-on and/or retention bonus in line with the market is a necessary and important instrument for competing successfully with large listed companies for qualified members of the Management Board. However, taking into account the criticism expressed, the Supervisory Board will in future only grant a sign-on and/or retention bonus in exceptional cases and explain this transparently in the remuneration report. An exceptional case could exist, for example, if the aim is to compensate potential members of the Management Board for the loss of remuneration benefits from the previous employment relationship as a result of the change. This can make it easier or even possible to attract highly qualified talent who would otherwise have to accept considerable financial disadvantages if they were to give up their previous position at their previous company. This important instrument was therefore retained in the 2022 remuneration system, which was approved by the Annual General Meeting with a large majority of 98.35 percent of the votes cast.

Overview of the Composition of the Management Board in the 2024 Financial Year

Current Members of the Management Board

- Burkhardt Frick, Member and Chair (CEO) of the Management Board (since September 11, 2023)
- Dr. Cornelia Ballwießer, Member of the Management Board and CFO (since July 1, 2023)
- Dr. Thomas Rohe, Member of the Management Board and COO (since May 1, 2021)

In the past financial year, there were no changes to the Management Board of SUSS MicroTec SE.

Applicable Management Board Remuneration Systems in the 2024 Financial Year

Remuneration System 2022 – Applicable to All Current Management Board Members

For the 2024 financial year, the remuneration of all current Management Board members of SUSS MicroTec SE was exclusively based on the 2022 remuneration system, which was approved by the Shareholders' Meeting on May 31, 2022, with a majority of 98.4 percent of the votes cast. The 2022 remuneration system applies to the service contracts of the entire current Management Board team (Burkhardt Frick (CEO), Dr. Cornelia Ballwießer (CFO), and Dr. Thomas Rohe (COO)). A complete description of the 2022 remuneration system is available on the Company's website at **https://www.suss.com/en/investor-relations/corporate-governance**.

Remuneration System 2021 – Applicable to Current Management Board Member Dr. Thomas Rohe and to former Management Board Members for certain Remuneration Components that have not yet been fully settled

The previous remuneration system ("Remuneration System 2021"), which was approved by the Shareholders' Meeting on June 16, 2021, applied in the past financial year only to certain remuneration components under the originally agreed service contracts of former Management Board members. This included Oliver Albrecht (LTI tranche 2022–2024, LTI tranche 2023–2025, post-contractual non-compete compensation), who left the Management Board at the end of his term on April 30, 2023, and Dr. Götz Bendele (LTI tranche 2022–2024), who stepped down from the Management Board on October 16, 2022, to care for an ill family member and, by mutual agreement with the Supervisory Board, declined reappointment for personal reasons on December 15, 2022. The 2021 remuneration system applies to the LTI tranche 2022–2024, which also includes the current Management

Board member Dr. Thomas Rohe. A complete description of the 2021 remuneration system is available on the Company's website at **https://www.suss.com/en/investor-relations/corporate-governance**.

No Deviations from the Remuneration Systems

In the 2024 reporting year, the granted and owed remuneration complied with the 2022 remuneration system. For existing contracts, the granted and owed remuneration complied with the 2021 remuneration system.

Management Board Remuneration System 2022

The Remuneration System 2022 is currently in effect and was applied to the employment contracts of every current member of the Management Board (CEO Burkhardt Frick, CFO Dr. Cornelia Ballwießer, and COO Dr. Thomas Rohe) in the 2024 financial year. The Remuneration System 2022 applies to all employment contracts with Management Board members that are due to be concluded or extended.

Main Features of the Remuneration System 2022

The Supervisory Board was guided by the following principles when structuring the Remuneration System 2022 and determining the specific remuneration of the Management Board:

Strategy Orientation

The Management Board remuneration system as a whole makes a significant contribution to promoting and implementing SUSS's corporate strategy. This is ensured by defining performance criteria related to the long-term and sustainable success of the Company and linking them with ambitious annual and multi-year targets. The short-term variable remuneration is primarily based on the financial performance criteria of sales and net income for the financial year. The long-term variable remuneration is based on factors that include the financial performance criteria of sales growth and ROCE. This promotes the focus on organic growth, profitability, and return on investment in the Management Board's activities.

Performance Orientation

The remuneration system is designed to provide adequate and ambitious performance incentives for Management Board members. The variable, performance-related remuneration components represent a significant proportion of the total remuneration if 100 percent of the targets are achieved. The individual remuneration of each Management Board member is therefore proportionate to his or her duties and performance as well as to the situation of the Company.

Long-Term Orientation and Sustainability

A key aspect of SUSS's corporate strategy is the Company's long-term and sustainable development. To align remuneration with SUSS's long-term development, the long-term variable remuneration constitutes a significant portion of the total remuneration and exceeds the short-term variable remuneration. By integrating sustainability goals into both short-term variable remuneration (Short-Term Incentive – STI) and long-term variable remuneration (Long-Term Incentive – LTI), social and environmental aspects are also taken into account, thereby promoting sustainable corporate actions. Sustainable action is an integral part of SUSS's corporate strategy and ensures the Company's future social and economic viability. This is in line with the clear focus on emerging technologies and the strategy of achieving a leading position in the relevant markets through organic growth. The integration of sustainability goals from the areas of Environmental, Social, and Governance (ESG) into variable remuneration incentivizes sustainable and future-oriented actions while simultaneously aiming to create value for SUSS's customers, employees, and shareholders, as well as for the environment as a whole. Specific and measurable ESG

targets derived from the corporate strategy are included in both short-term and long-term variable remuneration. SUSS particularly sees itself as responsible for contributing to the implementation of the Paris Climate Agreement. This commitment is fostered and further advanced through the definition and implementation of environmental goals, such as reducing CO_2 emissions, improving energy efficiency, using electricity from renewable sources, optimizing resource utilization, reducing waste, and the (continued) development of environmentally friendly technologies, systems, and products.

Capital Market Orientation

By structuring the long-term variable remuneration as share-based compensation in the form of virtual performance shares under a Performance Share Plan and integrating the performance criterion Total Shareholder Return (TSR), which is linked to the share price performance of SUSS MicroTec SE and compared to the TSR of two indices, the interests of shareholders are given special consideration. The alignment of interests between shareholders and Management Board members is further strengthened by share acquisition and holding obligations for Management Board members under Share Ownership Guidelines.

Clarity and Comprehensibility, GCGC

The remuneration system for the members of the Management Board is designed to be clear and comprehensible. It complies with the requirements of the German Stock Corporation Law (AktG) and takes into account the recommendations and suggestions presented in the German Corporate Governance Code (GCGC).

Procedure for Determining, Implementing, and Reviewing the Management Board Remuneration System

The remuneration system for Management Board members is determined by the Company's Supervisory Board in accordance with legal requirements and taking into account the recommendations and suggestions of the German Corporate Governance Code in its applicable version. The Supervisory Board is supported in this by its Personnel Committee. The Personnel Committee of SUSS MicroTec SE is responsible for developing proposals for the Management Board remuneration system, which it submits to the Supervisory Board for discussion and resolution. The Supervisory Board and the Personnel Committee may seek external advice if necessary, in particular for issues relating to the formulation of the remuneration system and assessing the appropriateness of the remuneration. When hiring external remuneration consultants, their independence is considered.

The remuneration system resolved by the Supervisory Board will be submitted to the Shareholders' Meeting for approval.

To ensure appropriate, competitive remuneration in line with the market, the Supervisory Board reviews the remuneration system and the remuneration amounts for the Management Board on a regular basis. If necessary, the Supervisory Board will adopt changes. The remuneration system will be resubmitted to the Shareholders' Meeting for approval in case of material changes but at least every four years. If the Shareholders' Meeting does not approve the remuneration system, the Supervisory Board will present a revised remuneration system for approval no later than at the following ordinary Shareholders' Meeting.

With regard to the avoidance and handling of (potential) conflicts of interest on the Supervisory Board, the general rules of the German Stock Corporation Act (AktG) are also observed and the recommendations of the German Corporate Governance Code, are taken into account in the process of establishing, implementing and reviewing the remuneration system. Every member of the Supervisory Board shall disclose any conflicts of interest to the Chair of the Supervisory Board without delay. In its report to the Shareholders' Meeting, the Supervisory Board shall provide information on conflicts of interest and how they are handled. In the event of a conflict of interest, the affected Supervisory Board

or committee member shall not take part in the related discussion and voting in the Supervisory Board or Personnel Committee. Material, non-temporary conflicts of interest in the person of a Supervisory Board member will result in the termination of the appointment.

Determination of the Specific Target Total Remuneration by the Supervisory Board (Structure and Amount)

Based on the remuneration system approved by the Shareholders' Meeting, the Supervisory Board determines the specific target total remuneration for each Management Board member in accordance with Section 87 (1) of the German Stock Corporation Law (AktG). The specific target total remuneration is commensurate with the duties and performance of the Management Board member and the situation of the Company. Furthermore, the Supervisory Board ensures that the target total remuneration is structurally aligned with the long-term and sustainable development of SUSS and does not exceed customary remuneration levels without special justification.

When assessing the appropriateness of remuneration levels, both SUSS's peer group (horizontal comparison) and the Company's internal remuneration structure (vertical comparison) are taken into account.

Horizontal – External Comparison

To assess appropriateness at the horizontal level, the Supervisory Board compares the Management Board remuneration with that of a group of comparable domestic and international companies, as defined by the Supervisory Board. In doing so, it particularly considers SUSS's market position, including industry, size, country, and economic situation. The companies in the peer group are comparable listed manufacturers of equipment for the semiconductor industry and selected competitors in markets related to the semiconductor industry. In addition, the Supervisory Board also regularly includes comparably sized listed companies from the TecDAX in the horizontal comparison. In this assessment, both SUSS's positioning within the peer group and the respective remuneration components are taken into account.

Vertical – Internal Comparison

To assess appropriateness at the vertical level, the Supervisory Board considers the ratio of Management Board remuneration to the remuneration of senior management and the rest of the SUSS workforce, including its development over time. For this purpose, senior management is defined by the Supervisory Board as the group of executives at the first (management) level below the Management Board.

Remuneration Components and their Relative Share of Target Total Remuneration and Other Components of the Remuneration System 2022

The Remuneration System 2022 for the members of the Management Board consists of remuneration components that are independent of performance (fixed) and those that are based on performance (variable). The sum total of these components determines the total remuneration of a Management Board member. The fixed, non-performance-based remuneration comprises the basic remuneration and fringe benefits, which may vary yearly in amount depending on the individual and the event. The variable, performance-based remuneration consists of a

short-term variable component in the form of an annual bonus (Short-Term Incentive – STI) and a long-term variable component (Long-Term Incentive – LTI) in the form of virtual performance shares with a four-year term (three-year performance period followed by a one-year holding period). The Supervisory Board ensures that the target for variable remuneration is ambitious and demanding.

The target total remuneration comprises the sum of all remuneration components used for determining the total remuneration. For determining the target total remuneration, the variable remuneration components (i.e., STI and LTI) are each considered based on a target achievement of 100%.

The following table shows the shares of remuneration components in the target total remuneration:

Remuneration component	Share of the target total remuneration
Basic Remuneration	~ 30–40%
Fringe Benefits	~ 1–5%
Short-term Variable Remuneration (STI)	~ 25–35%
Long-term Variable Remuneration (LTI)	~ 30–40%

The above share may differ for members of the Management Board appointed for the first time if they are granted a sign-on bonus in an appropriate manner in line with market conditions, for example, to compensate for forfeited remuneration from previous employment relationships.

When structuring the target total remuneration, the Supervisory Board ensures that the long-term variable remuneration exceeds the short-term variable remuneration. The remuneration structure is thus aligned with the long-term and sustainable development of SUSS while also ensuring the pursuit of annual operational targets.

The possible total remuneration is capped for each Management Board position (the “maximum remuneration”).

Additional components of the remuneration system include malus and clawback provisions for variable remuneration, as well as Share Ownership Guidelines, which set share acquisition and holding obligations for Management Board members.

Overview of the Components of the Remuneration System 2022

Remuneration component	Description	
Remuneration Independent of Performance		
Basic Remuneration	• Fixed annual salary (paid in twelve monthly installments)	
Fringe Benefits	• Primarily company cars and contributions to insurance	
Remuneration Based on Performance		
Short-term Variable Remuneration (STI)	Plan type	• Target bonus
	Performance criteria	• 35% sales
		• 35% net income for the fiscal year
		• 15% sustainability target (ESG criteria)
		• 15% innovation & market positionn
	Payment cap	• 200% of the target amount
	Duration	• One year
Long-term Variable Remuneration (LTI)	Plan type	• Virtual performance share plan
	Performance criteria	• 25% return on capital employed (ROCE)
		• 25% sales increase
		• 25% relative total shareholder return (TSR)
		• 25% sustainability target (ESG criteria)
	Payment cap	• 300% of the target amount
	Duration	• Four years (three-year performance period and a one-year lock-up period)

Remuneration component	Description
Other	
Malus and Clawback	• Withholding and/or reclaiming of variable remuneration components in justified cases, e.g., in the event of a breach of statutory or contractual obligations or obligations arising from the articles of incorporation of the Company or the Company bylaws for the Management Board, or if payment is made based on incorrect data.
Share Ownership Guidelines	• Obligation of Management Board members to acquire shares in the Company worth 100% of their annual gross basic remuneration and to hold these shares at least until the termination of their Management Board function. • Until this required number of shares is reached, at least 25% of the net amount of the performance-related remuneration paid out (STI and LTI) must be invested in shares of the Company each year.
Maximum Remuneration	• Payments of all remuneration components (basic remuneration, fringe benefits, STI, and LTI) resulting from a fiscal year are capped at € 3.0 million for the CEO and € 2.5 million for each of the other regular members of the Management Board.

Maximum Remuneration Limits (Maximum Remuneration and Limitation of Variable Remuneration)

In addition to caps for individual performance criteria and variable remuneration components, the Supervisory Board has defined a maximum remuneration in accordance with Section 87a (1)(2)(1) German Stock Corporation Law (AktG) that covers all the remuneration components of the remuneration system. This includes basic remuneration, fringe benefits, and variable remuneration (STI and LTI). This absolute cap (total cap) is set at € 3.0 million for the Chief Executive Officer (CEO) and € 2.5 million for each of the other regular Management Board members. The maximum remuneration limits the total payouts of all remuneration components resulting from a financial year and defines the maximum permissible framework within the remuneration system. In individual cases, the maximum remuneration levels agreed upon in individual contracts may be significantly lower than the maximum remuneration defined in accordance with Section 87a (1)(2)(1) of the German Stock Corporation Law (AktG).

Components of the Remuneration System 2022 in Detail

Remuneration Independent of Performance

The fixed, non-performance-based remuneration of the Management Board members of SUSS MicroTec SE consists of the base salary and fringe benefits.

Basic remuneration

The basic remuneration is a fixed cash payment for the financial year based on the duties and responsibilities of the respective Management Board member in particular. It is paid in twelve equal monthly installments at the end of each month.

Fringe Benefits

Members of the Management Board may also be granted contractually stipulated fringe benefits in the form of noncash and other remuneration. These primarily include the provision of a company car for both business and private use, as well as contributions and allowances for insurance or the coverage of insurance premiums (e.g. inclusion in the Company's directors' and officers' liability insurance (D&O insurance) with a deductible in accordance with Section 93(2)(3) of the German Stock Corporation Law (AktG), contributions to health and long-term care insurance, and accident insurance, which may also provide benefits to the Management Board member's heirs in the event of death). The Supervisory Board may grant other or additional fringe benefits customary in the market, such as the assumption of relocation costs for new hires. The type, amount, and duration of the noncash benefits may vary according to the personal situation of the Management Board members. Based on the maximum remuneration, a maximum amount for fringe benefits is set for each Management Board member per financial year.

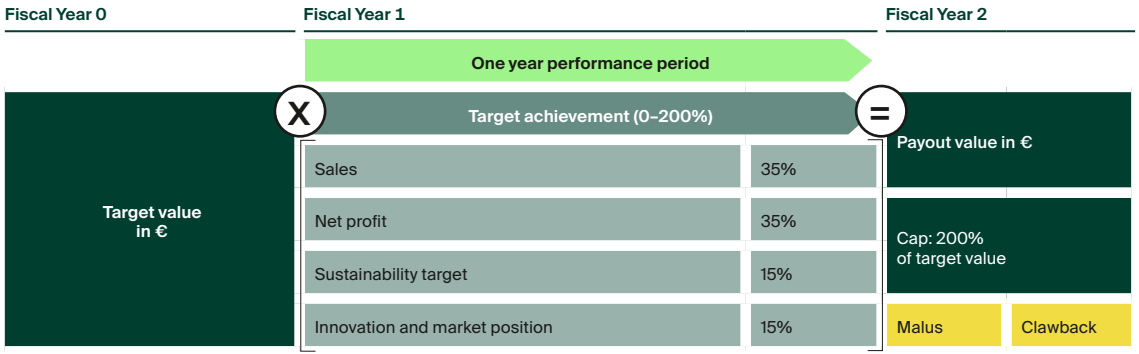
To recruit qualified candidates for the Management Board, the Supervisory Board may supplement the remuneration of first-time members of the Management Board in an appropriate manner and in line with market conditions with a sign-on bonus – for example, to compensate for forfeited remuneration from previous employment relationships.

Remuneration Based on Performance

The remuneration based on performance consists of a short-term and a long-term variable remuneration component. The short-term variable component has a one-year term, while the long-term variable component is structured as virtual performance shares with a term of four years – a three-year performance period followed by a one-year lock-up period. By structuring these remuneration components, which are detailed below, incentives are created to support the implementation of SUSS's corporate strategy and to promote the Company's long-term and sustainable development.

Short-Term Variable Remuneration (STI), Main Features of STI

The goal of short-term variable remuneration is to reward the operational implementation of corporate strategy. As key performance criteria, two financial targets – sales (35 percent) and net income (35 percent) – as well as a sustainability target (15 percent) and a target for innovation & market position (15 percent) have been defined.



Performance criteria of the STI

Financial Performance Criteria – Sales & Net Income with a Weighting of 35 Percent Each

This portion of the STI is measured by the achievement of the two equally weighted financial performance criteria – sales and net income – each accounting for 35 percent, which are essential components of SUSS's corporate management.

- **Sales:** Sales are those reported in the audited and approved consolidated financial statements. Sales are a significant indicator in the Company and represent the value of goods and services that the Company has achieved in a financial year. To remain competitive in the highly advanced and specialized semiconductor industry, a strong focus on sales and corresponding profitable growth is essential, as this is the only way to sustainably generate the necessary resources for investments and innovations. SUSS's strategy aims for long-term revenue growth, which can be operationalized by integrating sales as a performance criterion in the STI.
- **Net income for the financial year:** Net income for the fiscal year is the net income reported in the audited and approved consolidated financial statements. The net income for the financial year is a direct derivative of sales and costs incurred by the Company in a financial year. Positive net income reflects the Company's earning power and therefore ultimately its attractiveness for (potential) equity investors.

SUSS aims for healthy long-term growth, ensuring that net income increases steadily in line with sales. The use of net income for the financial year in the STI takes this objective into account.

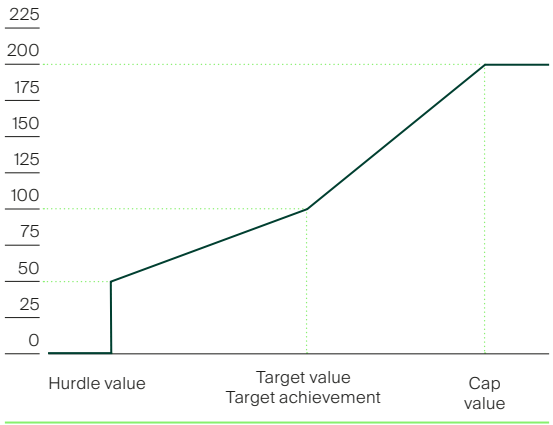
Before the start of a financial year, the Supervisory Board sets ambitious targets (including threshold and cap values) for each of these financial performance criteria. The target values of the two financial performance criteria are derived from the budget planning approved by the Supervisory Board for the respective financial year.

Target achievement for the two financial performance criteria is determined by comparing the actual value achieved in the financial year with the target value. Target achievement is converted into a payout factor for each performance criterion using a bonus curve. If the target achievement is lower than the threshold, the payout factor for the performance criterion is 0 percent, meaning total failure to meet the financial targets is possible. If the target is achieved at the threshold level, the payout factor is 50 percent. If the actual value corresponds to the target value, the payout factor is 100 percent. If the target achievement is equal to or greater than the cap value, the payout factor of the financial performance criterion is 200 percent.

For the sales and net income targets, additional secondary conditions are integrated into the Remuneration System 2022 that are based on break-even sales and break-even net income for the financial year. If these "minimum levels" are not reached, the achievement of the corresponding target is 0 percent, regardless of the target achievement determined using a bonus curve.

For the financial targets, the bonus curves are diagrammed as follows:

Payment factor in percent



Nonfinancial Performance Criterion – Sustainability Target with a Weighting of 15 Percent

This portion of the STI is measured by the achievement of the nonfinancial sustainability target, which is weighted at 15 percent in total. The sustainability target consists of up to two nonfinancial performance criteria from the areas of Environmental, Social, and Governance ("ESG performance criteria"), which are derived from SUSS's sustainability strategy. The inclusion of sustainability in the STI reflects SUSS's commitment to creating targeted incentives for implementing the sustainability aspects of its comprehensive corporate strategy. This approach further highlights SUSS's commitment to a holistic perception of its corporate responsibility and ensures sustainable business success.

Each year, the Supervisory Board, at its own discretion, defines up to two equally weighted ESG performance criteria underlying the assessment of the sustainability target, which it selects from the following categories:

Category	ESG Aspects
Environmental	• Reduction of CO_2 emissions • Optimization of the use of resources • Reduction of waste • Circular economy
Social	• Employee satisfaction and development • Diversity • Inclusion • Occupational health and safety
Governance	• Compliance, in particular prevention of corruption and bribery • Risk Management • Responsible supply chain • Further development of the sustainability strategy • Reporting and communication

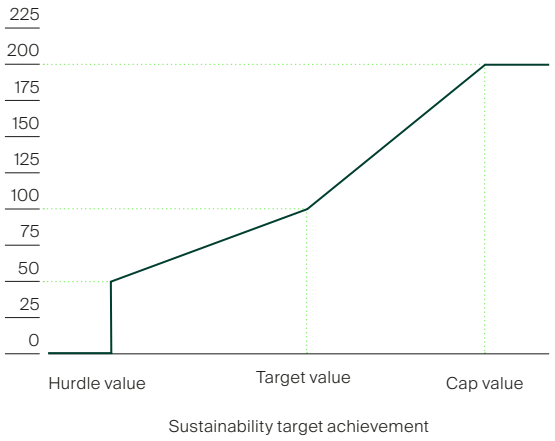
Before the start of a financial year, the Supervisory Board sets ambitious targets for the ESG performance criteria. The targets are based, among other factors, on the implementation of SUSS's sustainability strategy.

With regard to the ESG targets determined by the Supervisory Board, a distinction must be made between quantitative and qualitative targets. Qualitative criteria that cannot be measured exactly must only be used in exceptional cases; in these cases, the Supervisory Board shall ensure that the qualitative criteria are definitely verifiable and stand up to scrutiny in accordance with the explanatory statement of the German Corporate Governance Code. The specific ESG targets, including an explanation of how they were applied, are disclosed in the Remuneration Report.

For each quantitative ESG target, the Supervisory Board defines a threshold and a cap value in addition to the target value. Target achievement for quantitative ESG targets is determined by comparing the actual value achieved for the respective ESG target in the financial year with the target value. Target achievement is converted into a payout factor for each performance criterion using a bonus curve. If target achievement falls below the threshold, the payout factor for the respective performance criterion is 0 percent, meaning the sustainability target can be completely forfeited. If the target is achieved at the threshold level, the payout factor is 50 percent. If the actual value corresponds to the target value, the payout factor is 100 percent. If the target achievement is equal to or greater than the cap value, the payout factor is 200 percent.

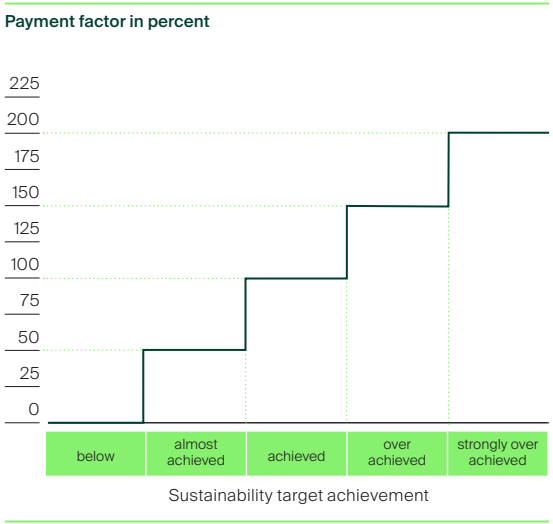
For the quantitative ESG targets, the bonus curve is diagrammed as follows:

Payment factor in percent



For each qualitative ESG target, the Supervisory Board assesses target achievement after the end of the financial year. In doing so, the Supervisory Board can set target achievement at five levels.

The corresponding payout factor can range from 0 percent, in the case of a missed target, to 200 percent, in the case of significantly exceeding the targets. Total failure to meet the sustainability target is therefore possible. The bonus curve for qualitative ESG targets is diagrammed as follows:



Nonfinancial Performance Criterion – Innovation & Market Position with Weighting of 15 Percent

This portion of the STI is measured by the achievement of the nonfinancial target "Innovation & Market Position," which is weighted at 15 percent in total. To remain successful as a manufacturer of high-tech equipment for the semiconductor industry in a dynamic and highly competitive market environment, SUSS's corporate strategy focuses on securing innovation and technology leadership while further expanding its market position. Progress in the areas of innovation and market position, which enhance SUSS's future viability and competitiveness while contributing to the Company's long-term development, is therefore incentivized.

Each year, the Supervisory Board defines up to two equally weighted performance criteria for assessing the "Innovation & Market Position" target at its discretion, selecting from the following aspects:

Category	Aspects
Innovation	• Implementation of centralized innovation projects and important research and development projects • (Further) development of innovative and forward-looking (key) technologies as well as digital business processes
Market position	• Preservation and expansion of market position, expansion of market share • Successful development of new growth markets

Before a financial year begins, the Supervisory Board sets ambitious targets for the performance criteria for innovation and/or market position.

With regard to the targets determined by the Supervisory Board, a distinction must be made between quantitative and qualitative targets. Where possible, the nonfinancial target "Innovation & Market Position" is based on clearly defined and measurable quantitative criteria, against which the performance of Management Board members is assessed.

Qualitative criteria that cannot be measured exactly must only be used in exceptional cases; in these cases, the Supervisory Board shall ensure that the qualitative criteria are definitely verifiable and stand up to scrutiny in accordance with the explanatory statement of the German Corporate Governance Code. The explanations of the nonfinancial ESG performance criteria of the STI apply accordingly to the definition of the specific criteria and the determination of target achievement by the Supervisory Board. The specific targets, including an explanation of how they were applied, are disclosed in the Remuneration Report.

Determination of Overall Target Achievement and Payment Methods

The overall target achievement level is calculated by multiplying the payout factors of the performance criteria by their respective weightings and then adding them together. To determine the payout amount, the overall target achievement is multiplied by the STI target amount, with the payout amount capped at 200 percent of the target amount.

A subsequent adjustment of the defined performance criteria or the target values for the performance criteria within the meaning of recommendation G.8 of the German Corporate Governance Code is excluded (repricing). However, the Supervisory Board is able to take extraordinary developments into account to an appropriate extent in accordance with Recommendation G.11 German Corporate Governance Code. In this respect, the employment contracts of Management Board members allow the Supervisory Board to adjust the variable remuneration components at its reasonable discretion in the event of extraordinary developments, provided the adjustment is limited to an adjustment of the assessment basis for the variable remuneration components excluding the extraordinary developments ("as if" calculation). If the Supervisory Board makes use of this option, the reasons for an adjustment and its scope will be communicated in the remuneration report for the financial year.

The STI is paid out in cash and becomes due with the next regular payroll run after the approval of SUSS's consolidated financial statements.

If the Management Board employment contract begins or ends in the current financial year, the target amount is reduced pro rata temporis to the date of the beginning or end.

Target Values and Target Achievement (STI) for 2024 Financial Year – Financial Targets, Each with a Weighting of 35% of STI for the 2024 Financial Year

in € thousand	Threshold value	Target value	Cap value	Weighting in %	**Results for 2024**	Target achievement level in %
Sales	313,064	357,787	402,510	35%	446,147	200%
Consolidated net income for the financial year	70,556	78,395	86,235	35%	110,343	200%

Sustainability goals are integrated into both short-term variable remuneration (Short-Term Incentive – STI) and long-term variable remuneration (Long-Term Incentive – LTI). This creates incentives to consider social and environmental aspects and to align corporate management with sustainable principles. Sustainable action is an integral part of SUSS's corporate strategy and ensures the Company's future social and economic viability. This is in line with the clear focus on emerging technologies and the strategy of achieving a leading position in the relevant markets through organic growth. The integration of sustainability goals from the areas of Environmental, Social, and Governance (ESG) into variable remuneration incentivizes sustainable and future-oriented actions while simultaneously aiming to create value for SUSS's customers, employees, and shareholders, as well as for the environment as a whole. Specific and measurable ESG targets derived from the corporate strategy are included in both short-term and long-term variable remuneration.

The inclusion of sustainability in the STI reflects SUSS's commitment to creating targeted incentives for implementing the sustainability aspects of its comprehensive corporate strategy. This approach further highlights SUSS's commitment to a holistic perception of its corporate responsibility and ensures sustainable business success.

Nonfinancial Targets, Each with a Weighting of 15% of STI for the 2024 Financial Year

Nonfinancial STI Targets	Nonfinancial Performance Criteria		Values Achieved in the 2024 Financial Year	Target Achievement Level
Sustainability target	ESG performance criterion "Environmental" with a weighting of 50%	• Concept for greenhouse gas accounting and calculation of the product carbon footprint • Measures and milestones for the next three years on the path to achieving CO_2 net-zero (Scope 1 to 3)	150%	150%
	ESG performance criterion "Social" with a weighting of 50%	• Group-wide comprehensive employee survey • Development and implementation of a group-wide key performance indicator system to measure the Company's attractiveness for current and potential employees. • Competitive benchmarking • Creation and implementation of the prerequisites for improvement measures based on the survey results.	150%	
Market position & innovation target	Performance criterion "Innovation" with weighting of 50%	• Successful evaluation of prototypes of specific products in each business unit. • Order intakes with larger volumes for up to three product families from target customers. • Innovation and/or collaboration agreements	100%	150%
	Performance criterion "Market Position" with a weighting of 50%	• Installation and volume ramp-up of three defined product categories in key technologies and expansion of market position across multiple key accounts.	200%	

The above determination of target values and assessment of target achievement for the STI in the 2024 financial year applies to the Management Board members Burkhardt Frick (CEO), Dr. Cornelia Ballwießer (CFO), and Dr. Thomas Rohe (COO), and thus to all current Management Board members of SUSS MicroTec SE.

Overall Target Achievement of STI 2024

The overall target achievement levels and the individual payout amounts for the STI for the 2024 financial year were as follows:

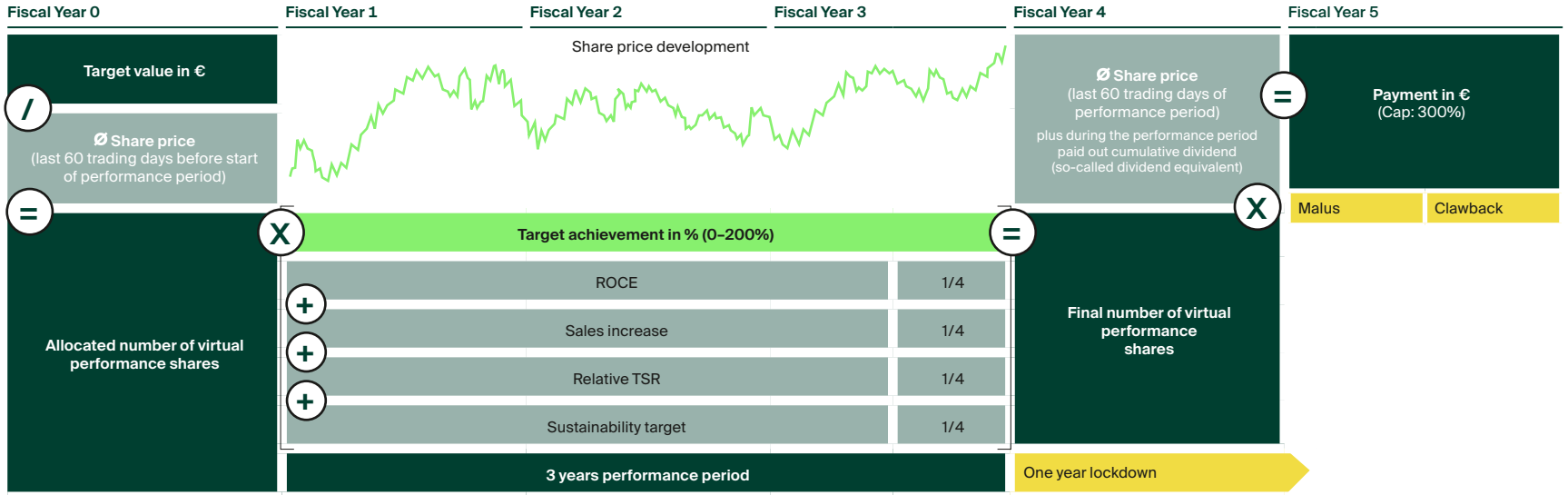
STI 2024 – Summary

		Target amount (€)	Target achievement – sales (weighting: 35%)	Target achievement – net income for the financial year (weighting: 35%)	Target achievement – sustainability target (weighting: 15%)	Target achievement – innovation & market position (weighting: 15%)	Overall target achievement	Payout amount (€)
Member of the Management Board	Burkhardt Frick (CEO)	260,000.00	200%	200%	150%	150%	185%	481,000.00
	Dr. Cornelia Ballwießer (CFO)	240,000.00	200%	200%	150%	150%	185%	444,000.00
	Dr. Thomas Rohe (COO)	240,000.00	200%	200%	150%	150%	185%	444,000.00

Long-Term Variable Remuneration (LTI) – Key Principles of the LTI

The LTI is designed to support the sustainable and long-term business development of SUSS. In the Remuneration System 2022, this is done with a share-based approach using virtual performance shares (VPS). This capital market-oriented structure for the LTI links the interests of shareholders and Management Board members even more closely. Overall, the incentive is created to increase the value of the Company on a long-term and sustainable basis.

The LTI is granted annually as a tranche in the form of VPS. The term of an LTI tranche is four years, comprising a three-year performance period followed by a one-year lock-up period.



The number of conditionally allocated VPS is determined by dividing the target amount of the LTI by the average share price of SUSS MicroTec SE (calculated as the arithmetic mean of the closing prices in the XETRA trading system or an equivalent successor system of Deutsche Börse AG) over the last 60 trading days before the start of the performance period. The number of VPS can increase or decrease depending on the achievement of the two financial performance criteria (return on capital employed [ROCE] and sales growth), a performance criterion based on the development of the share price (relative total shareholder return [TSR] compared to two peer groups) and a sustainability target. The four LTI performance criteria are equally weighted, each contributing 25 percent to the overall target achievement.

Performance Criteria of the LTI

Financial Performance-Based Criteria – ROCE & Revenue Growth, Each Weighted at 25 Percent

This part of the LTI is measured by the achievement of the two financial performance criteria, ROCE and sales growth. Both performance targets support the implementation of SUSS's corporate strategy and align the LTI with the Company's long-term development.

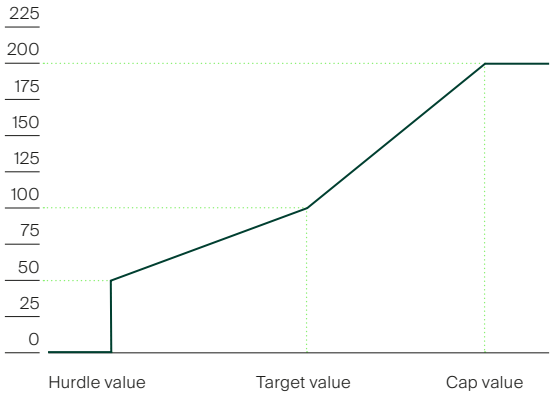
- **ROCE:** ROCE for the performance period is calculated as the equally weighted average of the actual ROCE values for the individual financial years in the performance period. The actual ROCE value for each financial year is calculated as the quotient of earnings before interest and taxes (EBIT) as reported in the audited and approved consolidated financial statements of the Company, the average capital employed based on the Quarterly Reports, and the audited and approved consolidated financial statements in the respective financial year. ROCE is an important profitability indicator that describes the return on capital employed. The individual components of ROCE are each strategically important key figures for the Company. The optimization of the individual components leads accordingly to an improvement in the ROCE and therefore to a better use of the capital employed in the Company. The average ROCE within the performance period is crucial for achieving the target.
- **Sales growth:** Sales growth refers to the increase in Group sales within the performance period and is measured as the compound annual growth rate (CAGR). In principle, the Company should grow at least as fast as the market volume of the reference markets over the cycle, since otherwise there is a risk of losing market share in the medium and long term. Only through sustainable sales growth can the Company succeed in maintaining its leading market position in the relevant target markets in the long term and generate sustainable positive cash flows and thus funds for investments such as innovations or research and development.

Before the start of a financial year, the Supervisory Board sets ambitious targets (including threshold and cap values) for each of the financial performance criteria for the new tranche. These values remain applicable throughout the three-year performance period of a tranche. The target value to be set by the Supervisory Board is based on the expected return on capital employed according to the corporate strategy (for the ROCE performance criterion) or on the strategically planned sales growth (for the sales growth performance criterion) so that a high strategic relevance of the performance criteria can be ensured.

The determination of target achievement for the financial performance criteria is made by the Supervisory Board after the approval of the consolidated financial statements for the final year of the performance period. Target achievement for the financial performance criteria is determined by comparing the respective actual value achieved during the performance period with the defined target value. Target achievement is converted into a payout factor for each performance criterion using a bonus curve. If the respective target achievement is lower than the threshold, the payout factor for the respective performance criterion is 0 percent, meaning total failure to meet the respective financial targets is possible. If the target is achieved at the threshold level, the payout factor is 50 percent. If the actual value corresponds to the target value, the payout factor is 100 percent. If the target achievement is equal to or greater than the cap value, the payout factor is 200 percent.

For the financial targets, the bonus curves are diagrammed as follows:

Payment factor in percent



Financial, Share Price-Based Performance Criterion – Relative TSR, Weighted at 25 Percent

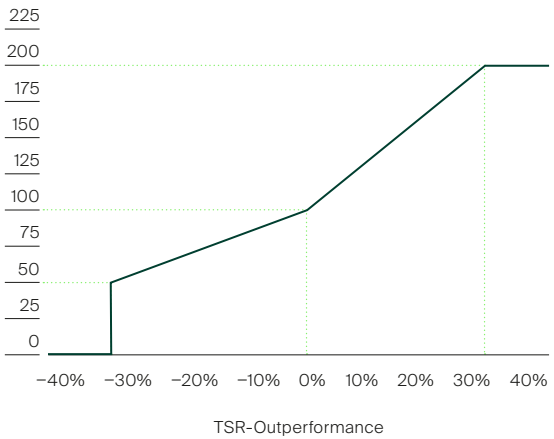
The relative Total Shareholder Return (TSR) as an additional performance criterion considers the development of the SUSS share, including dividends, and compares SUSS's TSR performance with the TSR performance of two peer groups: the Philadelphia Semiconductor Index as the international industry index and the DAX-sector Technology Index as the German index with a technology focus. The determination of achievement is based on the extent to which the TSR of SUSS's shares exceeds or falls short of the TSR of the companies in the two peer groups over the performance period. The share-based provision of the LTI and the integration of a share price-based performance criterion strengthen the alignment of interests between the Management Board members and shareholders.

The calculation of target achievement is based on the TSR outperformance of SUSS compared to the two benchmark indices. The outperformance is the difference between the TSR of SUSS's shares and the TSR of the respective peer group, expressed in percentage points. An identical TSR performance of SUSS and the respective benchmark index results in a TSR outperformance of

0 percent and corresponds to a target achievement of 100 percent. The threshold of –30 percent means that the TSR performance of SUSS is 30 percentage points below the index performance and corresponds to a payout of 30 percent. In the case of a +30 percent outperformance of SUSS compared to the benchmark index, the payout is capped at 200 percent.

The bonus curve is diagrammed as follows:

Payment factor in percent



The payout factors determined based on the TSR outperformance versus the respective benchmark index are taken into account on an equally weighted basis when determining the final payout factor for the relative TSR.

Nonfinancial Performance Criterion – Sustainability Target with a Weighting of 25 Percent

The explanations of the nonfinancial ESG performance criteria of the STI apply analogously to the sustainability target, which is the fourth overall performance criterion of the LTI, with the proviso that the targets are based on three financial years (performance period) instead of just one. The Supervisory Board specifically ensures that different nonfinancial ESG performance criteria are selected for the STI and LTI in order to rule out double incentivization. The selection of ESG performance criteria for the sustainability target is aligned with SUSS's sustainability strategy.

Determination of Overall Target Achievement and Payment Methods

To determine the overall target achievement in the LTI, the calculated payout factors for ROCE, revenue growth, relative TSR, and the sustainability target are multiplied by 25 percent each and then added together. This means they are equally weighted in the overall target achievement.

The final number of VPS will be determined after the end of the three-year performance period. For this purpose, the number of VPS conditionally granted at the beginning of the performance period is multiplied by the overall target achievement. The resulting final number of VPS is then multiplied by the sum of the average share price of SUSS (calculated as the arithmetic mean of the closing prices in the XETRA trading system or an equivalent successor system of Deutsche Börse AG) for the last 60 trading days before the end of the performance period, as well as the cumulative dividend paid during the performance period (the so-called dividend equivalent), to determine the payout amount. The amount thereby designated for payment is not paid out until after a one-year lock-up period so the total inflow does not occur until four years after allocation of the relevant LTI tranche at the earliest. The payout amount is capped at a total of 300 percent of the LTI target amount.

A subsequent adjustment of the defined performance criteria or the target values or comparison parameters for the performance criteria within the meaning of Recommendation G.8 of the German Corporate Governance Code is excluded.

The VPS are paid out in cash. The Supervisory Board is entitled to pay out the LTI in whole or in part in the form of SUSS shares instead of a cash payment.

A subsequent adjustment of the defined performance criteria or the target values or comparison parameters for the performance criteria within the meaning of Recommendation G.8 of the German Corporate Governance Code is excluded (repricing). However, the Supervisory Board is able to take extraordinary developments into account to an appropriate extent in accordance with Recommendation G.11 German Corporate Governance Code. In this respect, the employment contracts of Management Board members allow the Supervisory Board to adjust the variable remuneration components at its reasonable discretion in the event of extraordinary developments, provided the adjustment is limited to an adjustment of the assessment basis for the variable remuneration components excluding the extraordinary developments ("as if" calculation).

In line with the corporate strategy to focus the Group on the core semiconductor markets and to concentrate more on the growth prospects of the "Advanced Backend Solutions" and "Photomask Solutions" business units, the "MicroOptics" business unit, consolidated under SUSS MicroOptics S.A., Hauterive, Switzerland ("SMO"), was sold in Q1 2024. The sale of the company and the complete discontinuation of the "MicroOptics" business unit have significantly changed the composition of the SUSS Group, and the corporate planning has been adjusted accordingly. Due to this extraordinary development, the Supervisory Board made use of the option recommended by G.11 of the German Corporate Governance Code and adjusted the targets for the current LTI tranches (2022–2024 and 2023–2025) to exclude the business of SMO by deducting the relevant planned and target values for sales growth and ROCE as shown in the tables below.

LTI Tranches Issued to all Current Members of the Management Board – 2024

LTI Tranches 2024–2026: Target Values for the LTI Tranche Issued in the Reporting Year with Performance Period 2024–2026 – Financial Performance Criteria (Remuneration System 2022, Each with a Weighting of 25% of LTI) – Sustainability Target Reported Separately

	Threshold for 0% target achievement	Target value for 100% target achievement	Cap for 200% target achievement	Overall target achievement level[1]
Return on capital employed	21.0%	24.0%	27.0%	Performance period not yet complete
Increase in sales	9.75%	13.93%	18.11%	
Relative TSR[2]	–30%	0%	+30%	
Sustainability	Nearly achieved Target achievement level: 50%	Fully achieved Target achievement level: 100%	Significantly exceeded Target achievement level: 200%	

1 The target achievement levels will be determined after the end of the three-year performance period on December 31, 2026.
2 The percentage figures for the relative Total Shareholder Return (TSR) represent the TSR outperformance calculated using the average closing prices of SUSS MicroTec shares over the last 30 trading days in the XETRA trading system.

Nonfinancial Performance Criteria: Sustainability-Related Target Values for the LTI Tranche with Performance Period 2024–2026 (Remuneration System 2022 with 25% Weighting in the LTI)

The international Scope I, II, and III CO_2 consumption of the SUSS Group was approximately 160,000 tons in 2022. With the help of sustainable products, innovation, and technology, and with consideration of the circular economy, SUSS can sustainably reduce its CO_2 footprint. The product carbon footprint plays a crucial role in this: it should be determined and developed for each product group in the long term. Typical use cases for customers are derived from the device specification. The actual application at the customer may vary.			Overall target achievement level[1]
Sustainability target	Threshold for 50% target achievement	Creation of the prerequisites for calculating the product carbon footprint (Scope I, II, and III).	Performance period not yet complete
	Target value for 100% target achievement	Calculation of the product carbon footprint (Scope I, II, and III) for a pilot project.	
	Cap value for 200% target achievement	Calculation of the product carbon footprint (Scope I, II, and III) for all current systems.	

1 The target achievement levels will be determined at the end of the three-year performance period on December 31, 2026.

The above determination of target values and assessment of target achievements for the LTI tranches 2024–2026 issued based on the remuneration system 2022 applies to the Management Board members Burkhardt Frick (CEO), Dr. Cornelia Ballwießer (CFO), and Dr. Thomas Rohe (COO), and thus to all current Management Board members of SUSS MicroTec SE.

LTI tranches issued to all current members of the Management Board – 2023

LTI Tranche 2023–2025: Target Values for the LTI Tranche Issued in the 2023 Financial Year with Performance Period 2023–2025:

Due to the sale of SMO (Business Unit “MicroOptics”) in Q1 2024 and the resulting significant change in the SUSS Group, the Supervisory Board made use of the option recommended under G.11 of the German Corporate Governance Code and, in February 2024, adjusted the targets of the LTI tranche 2023–2025, which had already been issued in 2023, by excluding the SMO business.

LTI Tranche 2023–2025: Target Values for the LTI Tranche Issued in the 2023 Financial Year with Performance Period 2023–2025:
Financial performance criteria (Remuneration System 2022, each with a weighting of 25% of LTI) – sustainability target reported separately

	Threshold for 0% target achievement	Target value for 100% target achievement	Cap for 200% target achievement	Overall target achievement level [1]
Return on capital employed	20.0% (previously 19%)	23.0% (previously 22%)	26.0% (previously 25%)	Performance period not yet complete
Increase in sales	7.06% p.a. (previously 7.12%)	10.09% p.a. (previously 10.17%)	13.12% (previously 13.22%)	
Relative TSR [2]	–30% (unchanged)	0% (unchanged)	30% (unchanged)	
Sustainability target (index)	Unchanged	Unchanged	Unchanged	

1 The target achievement levels will be determined at the end of the three-year performance period on December 31, 2025.
2 The percentage figures for the relative Total Shareholder Return (TSR) represent the TSR outperformance calculated using the average closing prices of SUSS shares over the last 30 trading days in the XETRA trading system.

Sustainability Target: Sustainability-Related Target Values for the LTI Tranche 2023 with Performance Period 2023–2025 (Remuneration System 2022 with 25% Weighting in the LTI)

			Overall target achievement level [1]
Sustainability target: Improve sustainability rating of SUSS	Threshold for 50% target achievement	No downgrade in ISS and Sustainalytics ratings (compared to 2022/early 2023) and a rating of Good or better from EcoVadis or an equivalent agency	Performance period not yet complete
	Target value for 100% target achievement	Achievement of the aforementioned threshold targets plus: The rating has improved by one category (compared to 2022/early 2023) with one of the three rating agencies listed above.	
	Cap value for 200% target achievement	Achievement of the aforementioned threshold targets plus: The rating has improved by one category with two of the three rating agencies listed above, compared to 2022/early 2023.	

1 The target achievement level for the sustainability target will be determined after the end of the three-year performance period on December 31, 2025.

The above determination of target values and assessment of target achievements for the LTI tranches 2023–2025 issued based on the remuneration system 2022 applies to the Management Board members Burkhardt Frick (CEO), Dr. Cornelia Ballwießer (CFO), and Dr. Thomas Rohe (COO), and thus to all current Management Board members of SUSS MicroTec SE.

2023 LTI tranche issued to former Management Board member Oliver Albrecht

LTI Tranche 2023–2025: Target Values for the LTI Tranche Issued in 2023 with Performance Period 2023–2025 (Remuneration system 2021 with a weighting of 1/3 each in the LTI)

Due to the sale of SMO (Business Unit "MicroOptics") in Q1 2024 and the resulting significant change in the SUSS Group, the Supervisory Board made use of the option recommended under G.11 of the German Corporate Governance Code and, in February 2024, adjusted the targets of the LTI tranche 2023–2025, which had already been issued in 2023, by excluding the SMO business. The targets for the former Management Board member Oliver Albrecht are the same as the targets for the current Management Board members regarding ROCE, revenue growth, and relative TSR (see table on p. 20). No sustainability target has been agreed upon.

2022 LTI tranches issued to current Management Board member Dr. Thomas Rohe and former Management Board members Oliver Albrecht and Dr. Götz Bendele

Due to the sale of SMO (Business Unit "MicroOptics") in the first quarter of 2024 and the resulting significant change in the SUSS Group, the Supervisory Board made use of the option recommended under G.11 of the German Corporate Governance Code and, in February 2024, adjusted the targets of the LTI tranche 2022–2024, which had already been issued in 2022, by excluding the SMO business.

LTI Tranche 2022–2024: Target Values for the LTI tranche Issued in 2022 with Performance Period 2022–2024 (Remuneration system 2021 with a weighting of 1/3 each in the LTI)

	Threshold for 0% target achievement	Target value for 100% target achievement	Cap for 200% target achievement	Achieved values for the financial year 2024 (as of December 31, 2024)	Performance criteria target achievement levels	Overall target achievement level [1]
Return on capital employed (ROCE) (previously with SMO business)	19.0% (14%)	22.0% (19%)	25.0% (24%)	25.97%	200%	200%
Sales growth (previously with SMO business)	6.93% (7.71%)	9.90% (11.01%)	12.87% (14.31%)	23.35%	200%	
Relative TSR[1]	–30%	0%	30%	200%	200%	

1 The percentage figures for the relative Total Shareholder Return (TSR) represent the TSR outperformance calculated using the average closing prices of SUSS shares over the last 30 trading days in the XETRA trading system.

The following table shows the allocated LTI target amount for each Management Board member and the payout amount for the 2022–2024 LTI tranche, calculated on the basis of the overall target achievement level and the share price performance. The payout amount will only be paid out after the expiry of a one-year lock-up period as part of the settlement run following the approval of the consolidated financial statements for the 2025 financial year, and no earlier than four years after the issue date of the 2022–2024 LTI tranche. As a result, the amount will be paid to the members of the Management Board in May 2026.

Overall Target Achievement LTI tranche 2022–2024 (Remuneration System 2021, each with a weighting of 1/3 of LTI)

	Target amount in €	Allocation price in €[1]	Conditionally allocated (preliminary) number of performance shares	Overall target achievement in %	Final number of performance shares	Payout amount in €[2]	Payout amount in € thousand[3]
Dr. Thomas Rohe (COO)	135,000.00		6,161.57	200%	12,323.14		405,000.00
Oliver Albrecht (Departure on 04/30/2023)	102,500.00	21.91	4,678.23	200%	9,356.46	54.56	307,500.00
Dr. Götz Bendele (Departure 10/16/2022)[4]	192,402.74		8,781.00	200%	17,562.00		577,208.22

1 The average closing price (arithmetic mean) of SUSS MicroTec SE shares in the XETRA trading system of Deutsche Börse AG over the last 60 trading days before the start of the performance period.
2 The average closing price (arithmetic mean) of SUSS MicroTec SE shares in the XETRA trading system of Deutsche Börse AG over the last 60 trading days before the end of the performance period.
3 The payout amounts are subject to a cap of 300% of the target amount, which has been applied this year.
4 The LTI target amount was reduced pro rata temporis based on the duration of the Management Board service in the 2022 financial year, due to the early termination of the board membership on October 16, 2022.

Other Regulations Relevant to Remuneration

Malus and Clawback

The Supervisory Board has the option to withhold (malus) or reclaim (clawback) variable remuneration components in part or in full in the cases listed below.

In the event of at least one serious and culpable breach by the Management Board member of statutory or contractual obligations or obligations arising from the Articles of Incorporation of the Company or the Company bylaws for the Management Board, the Supervisory Board may, at its due discretion, reduce and retain variable remuneration components that have not yet been paid out or reclaim variable remuneration components that have already been paid out. An assertion of the clawback right is excluded if the breach of obligation dates back more than ten years.

If variable remuneration components were wrongly paid out to the Management Board member based on incorrect data, the Supervisory Board may, at its due discretion, demand the full or partial return of the difference resulting from the recalculation of the amount of variable remuneration compared to the amount paid out.

The clawback and malus rights shall also exist if the position or employment relationship of the Management Board member has already ended at the time the clawback and/or malus rights are asserted. The Management Board member may not appeal the fact that the reclaimed variable remuneration is no longer available in their assets. Claims by the Company for damages, in particular under Section 93(2)(1) of the German Stock Corporation Law (AktG), the right of the Company to revoke the appointment pursuant to Section 84(4) AktG, and the right of the Company to terminate the employment contract without notice (Section 626(1) of the German Civil Code [BGB]) shall remain unaffected.

In the year under review, no circumstances were identified that would have justified a corresponding withholding or clawback. Accordingly, no use was made of the option to withhold or clawback variable remuneration components.

Share Ownership Guidelines

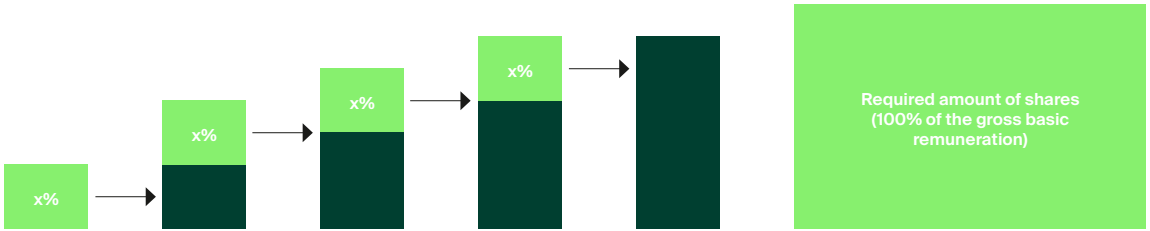
To further align the interests of the Management Board and shareholders, all Management Board members are subject to share acquisition and holding requirements (so-called Share Ownership Guidelines = “SOG”), which obligate the board members to make a substantial personal investment in SUSS shares for the duration of their appointment.

The Management Board members are therefore required to invest an amount equivalent to 100 percent of their annual gross base salary in SUSS shares and to hold these shares at least until the termination of their board membership (“Share Investment Target”). Until the SOG target is reached, the Management Board members are required to invest at least 25 percent of their respective (net) payout from the variable remuneration (STI and LTI) in SUSS shares (“Annual Minimum Investment Amount”).

It is the Supervisory Board’s view that the defined conditions of the share ownership guidelines are balanced. A potentially prohibitive effect on the recruitment of candidates for the Management Board is avoided without compromising the strategic objectives.

Through the service contracts concluded in the 2023 financial year with Burkhardt Frick (CEO), Dr. Cornelia Ballwießer (CFO), and Dr. Thomas Rohe (COO), whose contracts were thus transferred to the 2022 remuneration system, the Share Ownership Guidelines have been incorporated into the service agreements of all current Management Board members of SUSS MicroTec SE. The aforementioned annual minimum investment obligation was applied for the first time in the 2024 financial year, when the short-term variable remuneration (STI) for the 2023 financial year was paid out in March 2024, following the approval of the consolidated financial statements as of December 31, 2023.

Share Ownership Guidelines



With the payout of the STI 2023 to the current members of the Management Board, the minimum investment obligation for the board members was applied, so the corresponding share purchases under the Share Ownership Guidelines are reported in this 2024 remuneration report. The following table provides an overview of the investment amounts made by the Management Board members as of December 31, 2024.

Share Ownership of the Management Board under the Share Ownership Program as of December 31, 2024

Management Board member	Number of shares	Investment amount at the time of acquisition	Minimum investment requirement as of 12/31/2024 [1]	Minimum investment requirement in €
Burkhardt Frick (CEO)[2]	3,245	90,150.05	6,553.86	300,000
Dr. Cornelia Ballwießer (CFO)	196	9,305.21	9,296.93	275,000
Dr. Thomas Rohe (COO)[3]	391	18,562.94	18,524.82	275,000

1 The total of at least 25% of the annual (net) payouts from the variable remuneration (LTI and STI) since the start of the respective accumulation phase.
2 Burkhardt Frick was granted a one-time sign-on bonus of €150,000 upon joining, with the obligation to invest the net amount fully in SUSS shares and transfer the acquired shares into the Share Ownership Program (Share Ownership Guidelines).
3 Dr. Thomas Rohe did not make use of the option to transfer the SUSS shares he had already acquired before the Share Ownership Guidelines came into effect into the Share Ownership Program and have their purchase prices counted towards the share investment target. As of December 31, 2024, Dr. Thomas Rohe held a total of 2,241 SUSS shares.

Joining or leaving during the year

In the event of a Management Board appointment commencing or ending during the course of a financial year, the basic remuneration, the target amount of the STI, and the target amount of the LTI are reduced pro rata temporis in accordance with the length of service in the relevant fiscal year. Under certain circumstances, variable remuneration entitlements may expire without replacement depending on the reason for departure as described above.

Extraordinary developments

In accordance with recommendation G.11 of the German Corporate Governance Code, the Supervisory Board has the option to take reasonable account of extraordinary developments in the performance-based remuneration.

Post-contractual non-competition Agreement

The employment contracts of the current members of the Management Board contain a post-contractual non-competition agreement lasting a period of one year, which can be waived by the Company. The employment contracts of Oliver Albrecht and Dr. Götz Bendele also included an agreement to this effect. In the event of the post-contractual non-compete clause being enforced, a non-compete compensation of 50 percent of the last base salary received and 50 percent of the last short-term variable remuneration (STI) will be paid to the respective Management Board member for the duration of the non-compete period. Any severance payment will be deducted from the compensation.

Remuneration of the Management Board Members in the 2024 Financial Year

The tables below show the respective target remuneration of the Management Board members in the 2024 reporting year for the 2024 financial year. This comprises the target remuneration promised for the financial year, which is granted if 100 percent of the target is achieved, supplemented by details of the minimum and maximum remuneration achievable on an individual basis. There are no differences in the basic remuneration and fringe benefits.

Target Remuneration of the Management Board Members Set in the Reporting Year

Target Remuneration of the Current Management Board Members

Burkhardt Frick, Chief Executive Officer (CEO) Start date: September 11, 2023

Target Remuneration	**2024 (100%)**	2024 (Min)	2024 (Max)	2023
Basic remuneration	300,000.00	300,000.00	300,000.00	92,857.00
Fringe benefits (fixed)[1]	7,971.60	–	–	24,516.96
Other (sign-on bonus)[2]	–	–	–	150,000.00
Total	**307,971.60**	**300,000.00**	**300,000.00**	**267,373.96**
Short-term variable remuneration (STI)	260,000.00	-	520,000.00	79,780.82
Long-term variable remuneration (LTI): 2023 tranche (performance period 01/01/2023 to 12/31/2025 and lock-up period 01/01/2026 to 12/31/2026)	–	–	–	84,383.56
Long-term variable remuneration (LTI): Tranche 2024 (performance period from 01/01/2024 to 12/31/2026 and holding period from 01/01/2027 to 12/31/2027)[3]	275,000.00	–	825,000.00	–
Target total remuneration	**842,971.60**	**300,000.00**	**1,645,000.00**	**431,538.34**

1 The fringe benefits include contributions to voluntary retirement insurance, the monetary benefit of a company car also available for private use or a vehicle allowance, contributions to health insurance, as well as coverage of relocation costs due to the new job location and a subsidy for rental costs for a company apartment located in the Munich metropolitan area, limited to four months (in 2023).
2 A one-time sign-on bonus of €150,000 was granted to Burkhardt Frick for his start in 2023, with the obligation for Burkhardt Frick to fully invest the net amount in SUSS shares and transfer the acquired shares into the Share Ownership Program (Share Ownership Guidelines).
3 The amount corresponds to the maximum achievable payout, which is capped at 300% of the target amount. The amount of the LTI payout is determined by the final number of performance shares, which depends on the overall target achievement level (0 to 200%) at the end of the performance period, multiplied by the sum of the average closing price (arithmetic mean) of SUSS MicroTec SE shares in the XETRA trading system of Deutsche Börse AG over the last 60 trading days before the end of the performance period and the cumulative dividend paid during the performance period (the so-called dividend equivalent).

Dr. Cornelia Ballwießer, Chief Financial Officer (CFO), Start date: July 1, 2023

Target Remuneration	**2024 (100%)**	2024 (Min)	2024 (Max)	2023
Basic remuneration	275,000.00	275,000.00	275,000.00	137,500.00
Fringe benefits (fixed)[1]	7,971.60	–	–	13,460.00
Other (sign-on and retention bonus)[2]	40,000.00	–	40,000.00	100,000.00
Total	**322,971.60**	**275,000.00**	**315,000.00**	**250,960.00**
Short-term variable remuneration (STI)	240,000.00	–	480,000.00	120,000.00
Long-term variable remuneration (LTI): 2023 tranche (performance period 01/01/2023 to 12/31/2025 and lock-up period 01/01/2026 to 12/31/2026)	–	–	–	130,000.00
Long-term variable remuneration (LTI): Tranche 2024 (performance period from 01/01/2024 to 12/31/2026 and holding period from 01/01/2027 to 12/31/2027)[3]	260,000.00	–	780,000.00	–
Target total remuneration	**822,971.60**	**275,000.00**	**1,575,000.00**	**500,960.00**

1 The fringe benefits include allowances for voluntary retirement insurance, the noncash benefit of a company car that can also be used privately, or a car allowance and contributions to health insurance.
2 Dr. Cornelia Ballwießer was granted a one-time sign-on bonus of €100,000 for joining on July 1, 2023 – particularly given that her employment relationship with the previous company was originally set to run until October 31, 2023. In addition, Dr. Cornelia Ballwießer was granted a retention bonus, which will be paid annually with the next payroll after the end of each service year (i.e., the annual reporting date) during the three-year employment period, in the amount of €40,000 – provided that her appointment and employment as a Management Board member remain in effect as of the respective annual reporting date. The retention bonus applies to the first year of service of Dr. Cornelia Ballwießer. The retention bonus was not included in the target total remuneration for the 2023 financial year, as it had not yet been earned, even on a pro-rata basis, as of December 31, 2023.
3 The amount is equivalent to the maximum achievable payout, which is limited to 300% of the target amount. The amount of the LTI payout is determined by the final number of performance shares, which depends on the overall target achievement level (0 to 200%) at the end of the performance period, multiplied by the sum of the average closing price (arithmetic mean) of SUSS MicroTec SE shares in the XETRA trading system of Deutsche Börse AG over the last 60 trading days before the end of the performance period and the cumulative dividend paid during the performance period (the so-called dividend equivalent).

Dr. Thomas Rohe, Chief Operations Officer (COO), Start date: May 1, 2021

Target Remuneration	**2024 (100%)**	2024 (Min)	2024 (Max)	2023
Basic remuneration	275,000.00	275,000.00	275,000.00	275,000.00
Fringe benefits (fixed)[1]	8,091.60	–	–	41,629.72
Other (retention bonus)[2]	–	–	–	20,000.00
Total	**283,091.60**	**275,000.00**	**275,000.00**	**336,629.72**
Short-term variable remuneration (STI)	240,000.00	–	480,000.00	240,000.00
Long-term variable remuneration (LTI): 2023 tranche (performance period 01/01/2023 to 12/31/2025 and lock-up period 01/01/2026 to 12/31/2026)	–	–	–	260,000.00
Long-term variable remuneration (LTI): Tranche 2024 (performance period from 01/01/2024 to 12/31/2026 and holding period from 01/01/2027 to 12/31/2027)[3]	260,000.00	–	780,000.00	–
Target total remuneration	**783,091.60**	**275,000.00**	**1,535,000.00**	**836,629.72**

1 The fringe benefits include contributions to voluntary retirement insurance, the monetary benefit of a company car also available for private use or a vehicle allowance, contributions to health insurance, as well as a subsidy for rental costs for accommodation near the Sternenfels production site.
2 In the 2024 reporting year, no retention bonus was payable to Dr. Thomas Rohe. The third and final installment of the retention bonus, amounting to €20,000, which had been promised to Dr. Thomas Rohe upon his appointment in 2021 for the continuation of his initial three-year term, was paid to him in 2023.
3 The amount corresponds to the maximum achievable payout, which is capped at 300% of the target amount. The amount of the LTI payout is determined by the final number of performance shares, which depends on the overall target achievement level (0 to 200%) at the end of the performance period, multiplied by the sum of the average closing price (arithmetic mean) of SUSS MicroTec SE shares in the XETRA trading system of Deutsche Börse AG over the last 60 trading days before the end of the performance period and the cumulative dividend paid during the performance period (the so-called dividend equivalent).

Remuneration Granted and Owed to Members of the Management Board in Financial Year 2024:

In the interests of transparency and reporting that is as close to the period as possible, remuneration is reported in accordance with a performance-based interpretation. Accordingly, the short-term variable remuneration (STI) for the 2024 financial year, for example, is considered to be granted or owed, although it is not due for payment until the 2025 financial year. The background to this is that the underlying performance had been provided in full by the end of the 2024 financial year.

In the 2024 financial year, the current and former members of the Management Board were remunerated as shown in the following tables.

Remuneration Granted and Owed to Current Members of the Management Board

Burkhardt Frick, Chief Executive Officer (CEO), Start date: September 11, 2023

Remuneration Granted and Owed	**2024**	in %	2023	in %
Basic remuneration	300,000.00	38.02%	92,857.00	29.53%
Fringe benefits (fixed)	7,971.60	1.01%	24,516.96	7.80%
Sign-on bonus[1]	–	0.00%	150,000.00	47.70%
Total	**307,971.60**	**39.03%**	**267,373.96**	**85.03%**
Short-term variable remuneration (STI)	481,000.00	60.97%	47,070.68	14.97%
Long-term variable remuneration (LTI): 2023 tranche (performance period 01/01/2023 to 12/31/2025 and lock-up period 01/01/2026 to 12/31/2026)[2]	–	–	–	–
Long-term variable remuneration (LTI): 2024 tranche (performance period 01/01/2024 to 12/31/2026 and lock-up period 01/01/2027 to 12/31/2027)[2]	–	–	–	–
Total remuneration[3]	**788,971.60**	**100.0%**	**314,444.64**	**100.0%**

1 Burkhardt Frick was granted a one-time sign-on bonus of €150,000 upon his appointment, with the obligation for Burkhardt Frick to fully invest this amount in SUSS shares and transfer the acquired shares into the Share Ownership Program (Share Ownership Guidelines).
2 The LTI tranche 2023–2025 and the LTI tranche 2024–2026 have not yet been earned and granted, as the performance period has not yet been complete.
3 The maximum remuneration for the CEO, Burkhardt Frick, in the amount of €3.0 million for the 2024 financial year was adhered to.

Dr. Cornelia Ballwießer, Chief Financial Officer (CFO), Start date: July 1, 2023

Remuneration Granted and Owed	**2024**	in %	2023	in %
Basic remuneration	275.000.00	35.86%	137.500.00	42.73%
Fringe benefits (fixed)	7.971.60	1.04%	13.460.00	4.18%
Sign-on & retention bonus[1]	40.000.00	5.22%	100.000.00	31.08%
Expenses for retirement benefits	–	–	–	–
Total	**322.971.60**	**42.11%**	**250.960.00**	**78.00%**
Short-term variable remuneration (STI)	444.000.00	57.89%	70.800.00	22.00%
Long-term variable remuneration (LTI): 2023 tranche (performance period 01/01/2023 to 12/31/2025 and lock-up period 01/01/2026 to 12/31/2026)[2]	–	–	–	–
Long-term variable remuneration (LTI): 2024 tranche (performance period 01/01/2024 to 12/31/2026 and lock-up period 01/01/2027 to 12/31/2027)[2]	–	–	–	–
Total remuneration[3]	**766.971.60**	**100.00%**	**321.760.00**	**100.00%**

1 Dr. Cornelia Ballwießer was granted a one-time sign-on bonus of €100,000 for joining on July 1, 2023 – particularly in light of the fact that her employment relationship with the previous company was originally set to last until October 31, 2023. In addition, Dr. Cornelia Ballwießer was granted a retention bonus, which will be paid annually with the next payroll after the end of each service year (i.e., the annual reporting date) during the three-year employment period, in the amount of €40,000 – provided that her appointment and employment as a Management Board member remain in effect as of the respective annual reporting date.
2 The LTI tranche 2023–2025 and the LTI tranche 2024–2026 have not yet been earned and granted, as the performance period has not yet been complete
3 The maximum remuneration for Dr. Cornelia Ballwießer (CFO) in the amount of €2.5 million for the 2024 financial year was adhered to.

Dr. Thomas Rohe, Chief Operations Officer (COO), Start date: May 1, 2021

Remuneration Granted and Owed	**2024**	in %	2023	in %
Basic remuneration	275,000.00	24.21%	275,000.00	49.10%
Fringe benefits (fixed)	12,091.60	1.06%	41,629.72	7.43%
Sign-on & retention bonus[1]	–	–	20,000.00	3.57%
Total	**287,091.60**	**25.27%**	**336,629.72**	**60.11%**
Short-term variable remuneration (STI)	444,000.00	39.08%	141,600.00	25.28%
Long-term variable remuneration (LTI): 2021 tranche performance period 01/01/2021 to 12/31/2023 and lock-up period 01/01/2024 to 12/31/2024)	–	–	81,812.35	14.61%
Long-term variable remuneration (LTI): 2022 tranche (performance period 01/01/2022 to 12/31/2024 and lock-up period 01/01/2025 to 12/31/2025)	405,000.00	35.65%	–	–
Long-term variable remuneration (LTI): 2023 tranche (performance period 01/01/2023 to 12/31/2025 and lock-up period 01/01/2026 to 12/31/2026)[2]	–	–	–	–
Long-term variable remuneration (LTI): 2024 tranche (performance period 01/01/2024 to 12/31/2026 and lock-up period 01/01/2027 to 12/31/2027)[2]	–	–	–	–
Total remuneration[3]	**1,136,091.60**	**100.00%**	**560,042.07**	**100.00%**

1 The third and final installment of the retention bonus, amounting to € 20,000, was paid to Dr. Thomas Rohe in the 2023 financial year. This bonus had been promised to him upon his appointment in 2021 for the continuation of his initial three-year term.
2 The LTI tranche 2023–2025 and the LTI tranche 2024–2026 have not yet been earned or granted, as the respective performance periods have not yet been completed.
3 The maximum remuneration for Dr. Thomas Rohe (COO) in the amount of € 2.5 million for the 2024 financial year was adhered to.

Remuneration Granted and Owed to Former Members of the Management Board

Oliver Albrecht, Former Chief Financial Officer CFO), Departure date: April 30, 2023

Remuneration Granted and Owed	**2024**	in %	2023	in %
Basic remuneration	–	0.00%	100,000.00	45.06%
Fringe benefits (fixed)	–	0.00%	7,974.32	3.59%
Expenses for retirement benefits	–	0.00%	–	0.00%
Other (non-compete compensation)	–	0.00%	–	0.00%
Total	**–**	**0.00%**	**107,974.32**	**48.65%**
Short-term variable remuneration (STI)	–	0.00%	20,800.00	9.37%
Long-term variable remuneration (LTI): 2021 tranche (performance period 01/01/2021 to 12/31/2023 and lock-up period 01/01/2024 to 12/31/2024)	–	0.00%	93,175.23	41.98%
Long-term variable remuneration (LTI): 2022 tranche (performance period 01/01/2022 to 12/31/2024 and lock-up period 01/01/2025 to 12/31/2025)	307,500.00	100.00%	–	–
Long-term variable remuneration (LTI): 2023 tranche (performance period 01/01/2023 to 12/31/2025 and lock-up period 01/01/2026 to 12/31/2026)[1]	–	–	–	–
Total remuneration	**307,500.00**	**100.00%**	**221,949.55**	**100.00%**

1 The LTI tranche 2023–2025 has not yet been earned or granted, as the respective performance period has not yet been completed.

Dr. Götz Bendele, Former Chief Executive Officer (CEO), Departure date: October 16, 2022

Remuneration Granted and Owed	2024	in %	2023	in %
Basic remuneration	–	0.00%	–	0.00%
Fringe benefits (fixed)	–	0.00%	–	0.00%
Expenses for retirement benefits	–	0.00%	–	0.00%
Other (sign-on and retention bonus)[1]	–	0.00%	80,850.00	35.44%
Total	**–**	**0.00%**	**80,850.00**	**35.44%**
Short-term variable remuneration (STI)	–	0.00%	–	0.00%
Long-term variable remuneration (LTI): 2021 tranche (performance period 01/01/2021 to 12/31/2023 and lock-up period 01/01/2024 to 12/31/2024)	–	0.00%	147,262.50	64.56%
Long-term variable remuneration (LTI): 2022 tranche (performance period 01/01/2022 to 12/31/2024 and lock-up period 01/01/2025 to 12/31/2025)	577,208.22	100.00%	–	–
Total remuneration	**577,208.22**	**100.00%**	**228,112.50**	**100.00%**

1 Upon conclusion of the termination agreement of December 15, 2022, the two annual tranches of 3,500 performance shares, each of which were granted to Dr. Götz Bendele by way of the sign-on and retention bonus and had not yet been paid out, were vested. The payout amount for the third and final annual tranche of 3,500 performance shares, as reported in the 2023 remuneration report, was based on the average closing price (arithmetic mean) of SUSS shares in the XETRA trading system of Deutsche Börse AG over the last 60 trading days of the 2023 financial year. The payout of this third and final annual tranche to Dr. Götz Bendele was made in April 2024, but it had already been earned in the 2023 financial year.

In accordance with the recommendation G.12 of the German Corporate Governance Code, the termination agreement with Dr. Götz Bendele dated December 15, 2022, stipulates that the LTI tranches already granted to him (LTI tranche 2021 and LTI tranche 2022) and performance shares under the sign-on and retention bonus (second and third annual tranches) will be processed regularly according to the respective plan and bonus conditions. With the exception of the LTI tranche 2021 and the final annual tranche of the sign-on and retention bonus, no remuneration was granted or owed to the former Management Board member and Chairman, Dr. Götz Bendele, in the reporting year. Payments relating to his stepping down from the Management Board in the 2022 financial year are presented and explained in the 2022 Remuneration Report. This report is available under “Corporate Governance” – “Remuneration of the Management and Supervisory Board” in the Investor Relations section of the Company’s website.

Pensions

There are no pension obligations for current members or former members of the Management Board.

Remuneration of the Supervisory Board Members

The remuneration of the Supervisory Board members is set out in greater detail in Section 20 of the Articles of Incorporation of the Company. The Supervisory Board members receive a fixed annual remuneration of € 45,000.00. The Chairman of the Supervisory Board receives twice (2.0 times) and the Deputy Chairman receives one and a half times (1.5 times) the fixed remuneration granted in accordance with Section 20(1)(1) of the Articles of Incorporation. In addition, each member of the Audit Committee receives an annual fixed remuneration of € 15,000, each member of the Personnel Committee receives an annual fixed remuneration of € 10,000, and each member of other committees formed by the Supervisory Board receives an annual fixed remuneration of € 10,000 per committee. The Chairs of the committees each receive 2.0 times the aforementioned amounts. If a Supervisory Board member belongs to two committees at the same time, only the highest-paid committee membership will be compensated in addition to the fixed annual remuneration pursuant to Section 20(1)(1) of the Articles of Incorporation. If a Supervisory Board member belongs to more than two committees at the same time, only the committee membership in the two highest-paid committees is paid in addition to the fixed annual remuneration pursuant to Section 20(1)(1) of the Articles of Incorporation.

In addition, each Supervisory Board Member receives meeting attendance compensation of € 1,000.00 for participating in meetings of the Supervisory Board and meetings of a committee of which they are a member, such as face-to-face meetings, telephone or video conferences, or a corresponding connection. Multiple meetings (regardless of whether they are meetings for the Supervisory Board or committees) held on the same day are not remunerated more than once.

In the 2024 financial year, the current and former members of the Supervisory Board were remunerated as follows:

2024

in €	Fixed remuneration	in %	Meeting attendance remuneration for the Supervisory Board	in %	Committee remuneration	in %	Meeting attendance remuneration for committees	in %	**Total remuneration**
Supervisory Board									
Dr. David Dean (Chair of the Supervisory Board)	90,000.00	70.9%	9,000.00	7.1%	20,000.00	15.7%	8,000.00	6.3%	127,000.00
Dr. Myriam Jahn (Deputy Chair of the Supervisory Board)	67,500.00	65.9%	9,000.00	8.8%	20,000.00	19.5%	6,000.00	5.9%	102,500.00
Dr. Bernd Schulte	45,000.00	60.8%	9,000.00	12.2%	15,000.00	20.3%	5,000.00	6.8%	74,000.00
Jan Smits	45,000.00	51.7%	8,000.00	9.2%	25,000.00	28.7%	9,000.00	10.3%	87,000.00
Prof. Dr. Mirja Steinkamp	45,000.00	50.0%	8,000.00	8.9%	30,000.00	33.3%	7,000.00	7.8%	90,000.00

2023

in €	Fixed remuneration	in %	Meeting attendance remuneration for the Supervisory Board	in %	Committee remuneration	in %	Meeting attendance remuneration for committees	in %	**Total remuneration**
Supervisory Board									
Dr. David Dean (Chair of the Supervisory Board)	90,000.00	69.2%	12,000.00	9.2%	20,000.00	15.4%	8,000.00	6.2%	130,000.00
Dr. Myriam Jahn (Deputy Chair of the Supervisory Board)	67,500.00	62.2%	12,000.00	11.1%	20,000.00	18.4%	9,000.00	8.3%	108,500.00
Dr. Bernd Schulte (since 09/11/2023; his appointment to the Management Board ended on 09/10/2023)	13,715.75	61.5%	3,000.00	13.5%	4,571.92	20.5%	1,000.00	4.5%	22,287.67
Jan Smits	45,000.00	47.9%	12,000.00	12.8%	25,000.00	26.6%	12,000.00	12.8%	94,000.00
Prof. Dr. Mirja Steinkamp	45,000.00	47.9%	12,000.00	12.8%	30,000.00	31.9%	7,000.00	7.4%	94,000.00

No remuneration was granted or owed to former members of the Supervisory Board in the 2024 financial year.

In the 2024 financial year, neither members of the Supervisory Board nor persons or companies affiliated with them received any remuneration or benefits for personal services, particularly consultation and placement services.

Comparative Presentation of Remuneration and Earnings Development

The following comparative presentation shows the annual change in remuneration granted and owed to current and former members of the Management Board and Supervisory Board, the Company's earnings development, and employee remuneration on a full-time equivalent basis. The Company's earnings development is not solely based on the respective consolidated net income or loss (HGB), but additionally, on a voluntary basis, the consolidated net income (IFRS) is also considered, as this metric serves as a performance criterion for the variable remuneration of the Management Board members. With regard to the average remuneration of employees, the wages and salaries, as well as the number of employees of all German Group companies in the respective financial year, are used as a basis.

Comparative Presentation of Remuneration and Earnings Development

in € thousand	**2024**	Change vs. PY	2023	Change vs. PY	2022	Change vs. PY	2021	Change vs. PY	2020
Remuneration of the Management Board									
Burkhardt Frick (start date 9/11/2023)	789	151.3%	314						
Dr. Cornelia Ballwießer (start date 7/1/2023)	767	138.2%	322						
Dr. Thomas Rohe (start date 05/01/2021)	1,136	102.9%	560	48.1%	378	29.9%	291		
Dr. Bernd Schulte (start date 10/17/2022, departure date 9/10/2023 – due to a fixed-term appointment to the Management Board)		−100.0%	260	229.1%	79				
Oliver Albrecht (start date 11/18/2019, departure date 4/30/2023)	308	38.5%	222	−46.8%	417	2.0%	409	−28.5%	572
Dr. Götz M. Bendele (start date 05/01/2021, Departure date 10/16/2022)	577	153.2%	228	−81.4%	1,227	168.5%	457		
Dr. Franz Richter (Departure date 04/30/2021)							330	−52.2%	691

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Comparative Presentation of Remuneration and Earnings Development

in € thousand	**2024**	Change vs. PY	2023	Change vs. PY	2022	Change vs. PY	2021	Change vs. PY	2020
Supervisory Board remuneration									
Dr. David Dean (since 05/20/2020)	127	−2.3%	130	−5.1%	137	23.4%	111	101.8%	55
Dr. Myriam Jahn (since 05/31/2017)	103	−6.0%	109	6.9%	102	17.2%	87	14.5%	76
Jan Smits (since 05/20/2020)	84	−10.6%	94	16.0%	81	5.2%	77	67.4%	46
Dr. Bernd Schulte (since 11/06/2020, suspended 10/17/2022 to 9/10/2023 due to secondment to Management Board)	74	236.4%	22	−64.5%	62	−15.1%	73	386.7%	15
Prof. Dr. Mirja Steinkamp (since 03/04/2022)	90	−4.3%	94	25.3%	75				
Dr. Dietmar Meister (until 03/01/2022)					14	−83.3%	84	15.1%	73
Dr. Stefan Reineck (until 05/20/2020)									35
Jan Teichert (until 04/30/2020)									24
Gerhard Pegam (until 3/25/2020)									16
Earnings development									
Net income for the fiscal year for SUSS MicroTec SE	67,190	1846.4%	3,452	−71.7%	12,198	−69.2%	39,591	5429.5%	716
Consolidated net income for the financial year	110,343	2250.4%	4,697	−80.8%	24,524	53.1%	16,015	29.5%	12,363
Average employee remuneration German SUSS companies[1]	83.95[1]	10.9%	75.7	5.1%	72.0	−0.6%	72.4	0.8%	71.8

1 The 2024 value includes – due to the positive business development – a significant increase in bonus provisions for SUSS employees and a special payment to all employees in December 2024.

Other

SUSS has taken out a directors' and officers' liability insurance (D&O insurance) for the members of the Management Board and the Supervisory Board. The premiums for this are paid by the Company. In accordance with the requirements of stock corporation law, a deductible of 10% of the loss up to the amount of one and a half times the annual fixed remuneration of the respective Management Board member is provided for the members of the Management Board. Due to the current version of the German Corporate Governance Code, there is no longer a deductible for members of the Supervisory Board. Moreover, the members of the Management Board are included in a group accident insurance policy. The premiums for this are also paid by the Company.

Garching, March 21, 2025

For the Management Board

Burkhardt Frick
Chairman of the Management Board (CEO)

Dr. Cornelia Ballwießer
Chief Financial Officer (CFO)

Dr. Thomas Rohe
Chief Operations Officer (COO)

For the Supervisory Board

Dr. David Dean
Chair of the Supervisory Board of SUSS MicroTec SE

Audit Certificate of the Independent Auditor

Report of the Independent Auditor on the Audit of the Remuneration Report in Accordance with Section 162 (3) AktG

to SUSS MicroTec SE, Garching, Germany

Audit Opinion

We have formally audited the remuneration report of SUSS MicroTec SE for the financial year from January 1 to December 31, 2024, to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not audited the content of the remuneration report.

In our opinion, the accompanying remuneration report includes in all material respects the disclosures required by Section 162 (1) and (2) AktG. Our audit opinion does not cover the content of the remuneration report.

Basis for the Audit Opinion

We conducted our audit of the remuneration report in accordance with Section 162 (3) AktG and *IDW Auditing Standard: The audit of the remuneration report in accordance with Section 162 (3) AktG (IDW PS 870 (09.2023))*. Our responsibilities under that regulation and this standard are further described in the "Responsibility of the Auditor" section of our report.

As an auditing firm, we applied the requirements of the *IDW quality management standard: Requirements for quality management in auditing practice (IDW QMS 1 (09.2022))*. We have complied with the professional duties in accordance with the German Auditors' Code and the Professional Code for German Public Auditors/Chartered Accountants, including the independence requirements.

Responsibility of the Supervisory and Management Boards

The Management Board and the Supervisory Board are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including related disclosures, that is free from material misstatement, whether due to fraud (i.e. accounting fraud or fraudulent misrepresentation) or error.

Responsibility of the Public Auditor

Our objective is to obtain reasonable assurance about whether the remuneration report includes, in all material respects, the disclosures required by Section 162 (1) and (2) AktG and to issue an auditor's report thereon.

We planned and performed our audit such that we can determine the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we have not audited the accuracy of the content of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

Limitation of Liability

The "General Conditions of Engagement for Auditors and Auditing Firms" attached to this audit report in the version dated January 1, 2024, published by the Institute of Auditors apply to the execution of the engagement and our responsibility and liability, including in relation to third parties.

Munich, March 21, 2025

Baker Tilly GmbH & Co. KG
Auditing Firm

Abel	**Knaack**
Auditor	Auditor

Growing Innovation

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