

# Supplement to the current Declaration of Compliance

Update to the declaration of compliance pursuant to Section 161 of the German Stock Corporation Law (AktG) regarding the recommendations of the "German Corporate Governance Code"

In December 2020, the Management Board and Supervisory Board of SÜSS MicroTec SE submitted the annual declaration of compliance pursuant to Section 161 of the German Stock Corporation Law (AktG) on the recommendations of the German Corporate Governance Code as amended on December 19, 2019 (published in the official section of the Federal Gazette on March 20, 2020). In this declaration, the Management Board and the Supervisory Board explained and justified individual deviations from Section G.I. of the GCGC with regard to the remuneration system of the Management Board in place at the time the declaration was submitted, among other things.

As already announced in the declaration of compliance, the Supervisory Board of SÜSS MicroTec SE decided to commission an external remuneration expert with the development of a new remuneration system for Management Board members and did so with the resolution of February 4, 2021. This new remuneration system for members of the Management Board was presented at the ordinary Shareholders' Meeting on June 16,

2021, and approved with the necessary majority. The Supervisory Board was guided by the provisions of the GCGC when determining the remuneration system. Except as outlined the following declaration, the remuneration system fully complies with its recommendations.

This is why an update of the declaration of compliance is required. The Management Board and Supervisory Board of SÜSS MicroTec SE therefore declare in accordance with Section 161 (1) of the German Stock Corporation Law (AktG):

The new remuneration system for members of the Management Board of SÜSS MicroTec SE, which was approved by the Shareholders' Meeting on June 16, 2021, complies fully with the recommendations of the GCGC with the exception of one deviation from the recommendation under Section G. 1 (1) of the GCGC, which is declared in advance.

According to the recommendation under Section G. 1 (1), the remuneration system should dictate how the target total remuneration is determined for each Management Board member, and the amount that the total remuneration must not exceed (maximum remuneration). The new remuneration system for the members of the Management Board of SÜSS MicroTec SE provides, in addition to the (overall) determination of the maximum remuneration for the (entire) Management Board, for a limitation at the level of the individual Management Board member to 2.7 times the target total remuneration. The Management Board and Supervisory Board are of the opinion that these stipulations take sufficient account of the recommendation under Section G.1 (1) of the GCGC and that the new remuneration system for the Management Board members therefore also complies with the Code in this respect, even if the limit is not specified in the form of a concrete (and fixed) monetary amount in each case.

However, the interpretation of the aforementioned recommendation is disputed. A different take is that the maximum remuneration should be determined individually for each Management Board member. This is not included in the new remuneration system for Management Board members. The Management Board and Supervisory Board therefore declare a deviation in this respect as a precaution.

The [declaration of compliance of December 2020](#) continues to apply in all other respects.

Garching, Germany, June 2021

For the  
Management Board

	Oliver Albrecht	Dr. Thomas Rohe
Dr. Götz M. Bendele	Chief Financial	Chief Operations
Chief Executive	Officer(CFO)	Officer (COO)
Officer (CEO)		

For the Supervisory  
Board

Dr. David Dean  
Chairman of the  
Supervisory Board