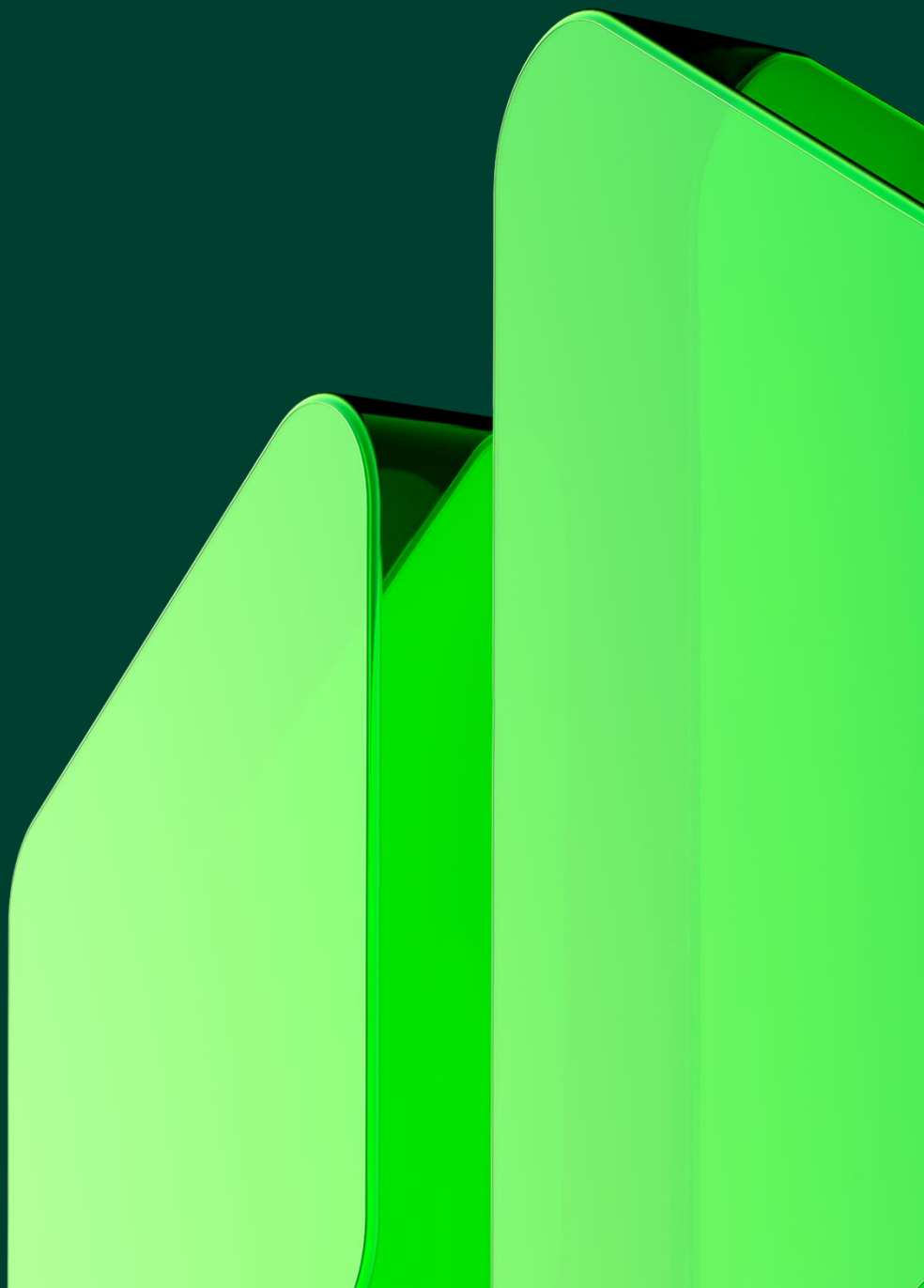


# Statue

of SUSS MicroTec SE

(As of June 11, 2024)



# Statute

of SUSS MicroTec SE

with its registered office in Garching.

(Last amended by resolution of the Annual General Meeting of SUSS MicroTec SE on  
June 11, 2024)

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## § 1

### **Company name, registered office**

- (1) The name of the Company is “SUSS MicroTec SE”.
- (2) The company has its registered office in Garching.

## § 2

### **Purpose of the company**

- (1) The purpose of the company is the development, manufacture and sale of process solutions and machines, machine components and devices of all kinds, in particular laboratory and production systems for microelectronics and microsystems technology, as well as the provision of services.
- (2) The company is entitled to undertake all measures and transactions that appear necessary and useful for the achievement and realization of the object pursuant to section (1). To this end, it may in particular establish branches in Germany and abroad and establish, acquire or participate in companies of the same or a related kind, outsource parts of its business operations to associated companies, including joint ventures with third parties, sell interests in companies, conclude inter-company agreements or limit itself to the management of investments.

## § 3

### **Announcements and information**

- (1) Announcements of the company shall be made in the Federal Gazette (Bundesanzeiger), unless publication in another publication medium is required by law.

- (2) Information to the shareholders of the company and other holders of securities issued by the company and admitted to trading on an organized market within the meaning of Section 2 Paragraph 11 of the German Securities Trading Act (WpHG) may also be transmitted by electronic media, in particular by e-mail.

## **§ 4**

### **Share Capital**

- (1) The share capital of the company amounts to EUR 19,115,538.00 (in words: nineteen million one hundred and fifteen thousand five hundred and thirty-eight euros).
- (2) The company's share capital is divided into 19,115,538 no-par value shares.
- (3) The share capital was provided in the amount of EUR 19,115,538.00 (in words: nineteen million one hundred and fifteen thousand five hundred and thirty-eight euros) through the conversion of SUSS MicroTec AG, registered in the commercial register of the Munich Local Court under HRB 121347, with its registered office in Garching, into a European Company (Societas Europaea, SE).
- (4) The Management Board is authorized to increase the company's share capital, with the approval of the Supervisory Board, on one or more occasions until 30 May 2028 by up to a total of EUR 2,500,000.00 by issuing up to 2,500,000 new no-par value registered shares against cash or non-cash contributions.

The shareholders are to be granted subscription rights. The new shares may also be acquired by one or more banks determined by the Executive Board with the obligation to offer them to the shareholders (indirect subscription right). However, the Executive Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights,

- a) to settle fractional amounts;
- b) if, in the case of a capital increase against contributions in kind, the shares are granted for the purpose of acquiring companies, parts of companies or investments in companies (including increasing existing investments) or for the purpose of acquiring receivables from the company;
- c) if a capital increase against cash contributions does not exceed 10% of the share capital and the issue price of the new shares is not significantly lower than the market price (Section 186 paragraph 3 sentence 4 German stock corporation law (AktG)); when exercising this authorization with the exclusion of subscription rights in accordance with Section 186 paragraph 3 sentence 4 AktG, the exclusion of subscription rights based on other authorizations in accordance with Section 186 paragraph 3 sentence 4 AktG must be taken into account.

The total shares issued in accordance with this authorization with the exclusion of shareholders' subscription rights in return for cash and/or non-cash contributions may not account for more than 10% of the share capital at the time this authorization comes into effect. This limit includes shares that (i) are issued or sold during the term of this authorization with the exclusion of subscription rights in direct or analogous application of Section 186 paragraph 3 sentence 4 AktG and (ii) are issued or can or must be issued to service bonds with conversion or option rights or conversion or option obligations, provided that the bonds are issued after this authorization becomes effective in analogous application of Section 186 paragraph 3 sentence 4 AktG with the exclusion of shareholders' subscription rights.

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase and its implementation. The Supervisory Board is authorized to amend the wording of the Statute accordingly after each exercise of the authorized capital or expiry of the period for the use of the authorized capital.

## **§ 5 Shares**

- (1) The no-par value shares are registered shares.
- (2) Shareholders must provide the company with the data required to maintain the share register.
- (3) If, in the event of a capital increase, the resolution on the increase does not specify whether the new shares are to be bearer shares or registered shares, they shall be registered shares.
- (4) In the event of an increase in the share capital, the profit participation of new shares may be determined in deviation from Section 60 paragraph 2 AktG.

## **§ 6 Form of share certificates, exclusion of securitization**

- (1) The form and content of the share certificates as well as the dividend and renewal coupons shall be determined by the Management Board with the approval of the Supervisory Board. The same applies to other securities issued by the company.
- (2) The right of a shareholder to securitization of his share and any profit shares is excluded insofar as this is legally permissible and securitization is not required under the rules that apply on a stock exchange on which the shares are listed.

## **§ 7**

### **Company bodies**

The management structure of the company corresponds to the dualistic system. The bodies of the company are:

- a) The Management Board (management body)
- b) The Supervisory Board (supervisory body)
- c) The Annual General Meeting

## **§ 8**

### **Composition of the Management Board**

- (1) The Management Board shall consist of at least two persons. The Supervisory Board determines the number of members of the Management Board. Deputy members of the Management Board may be appointed.
- (2) The members of the Management Board are appointed by the Supervisory Board for a maximum period of six years. Reappointments are permissible.
- (3) The Supervisory Board may appoint one member of the Management Board as Chairman or Spokesman of the Management Board and one as Deputy Chairman or Spokesman of the Management Board.

## **§ 9**

### **Rules of procedure and resolutions of the Management Board**

- (1) As a rule, the Management Board shall adopt resolutions in (face-to-face) meetings. At the request of a member of the Management Board, meetings may also be held in the form of a telephone conference or by other electronic means of communication (in particular video conference) and individual members of the Management Board may be connected by telephone or by other electronic means of communication (in particular video transmission) if no member of the Management Board immediately objects to this procedure; in these cases, resolutions may be passed by telephone conference or by other electronic means of communication (in particular video transmission). There is no right to object to the form of resolution adopted by the Chairman.
- (2) Resolutions may also be passed outside of meetings in writing, verbally, by telephone, fax, e-mail or by other common means of communication or in a combination of the aforementioned forms if a member of the Management Board requests this and no other member of the Management Board immediately objects to this procedure; there is no right to object to the form of passing resolutions ordered by the Chairman. If a member of the Management Board has not participated in such a resolution, he or she should be informed immediately of the resolutions passed.

- (3) The Management Board shall constitute a quorum if at least half of its members participate in the passing of resolutions; in any case, however, at least two members must participate in the passing of resolutions. A member of the Board of Directors also participates in the passing of resolutions if he or she abstains from voting.
- (4) The resolutions of the Management Board shall be passed by a majority of the votes cast, unless otherwise stipulated by law or the Statute. In the event of a tie, the Chairman of the Management Board shall have the casting vote if a Chairman has been appointed. If no Chairman of the Management Board has been appointed or the Chairman does not participate in the vote, a motion is deemed to have been rejected in the event of a tie.
- (5) The Supervisory Board has the right to issue rules of procedure for the Management Board. If the Supervisory Board does not issue rules of procedure for the Management Board, the Management Board shall adopt its own rules of procedure by unanimous resolution of all Management Board members, which shall require the approval of the Supervisory Board.

## **§ 10**

### **Representation of the company**

- (1) The company is legally represented by two members of the Management Board jointly or by one member of the Management Board together with an authorized signatory.
- (2) The Supervisory Board may grant individual or all members of the Management Board sole power of representation and exempt individual or all members of the Management Board from the prohibition of multiple representation (Section 181 2nd alternative BGB), whereby Section 112 AktG remains unaffected.

## **§ 11**

### **Business conduct**

- (1) The Management Board manages the company and conducts its business in accordance with the law, the Statute and the rules of procedure for the Management Board. It is obliged vis-à-vis the company to comply with the restrictions that the Statute or the Supervisory Board have imposed on the scope of its management authority or that result from a resolution of the Annual General Meeting pursuant to Section 119 paragraph 2 AktG.
- (2) The Management Board may only conduct the following transactions with the approval of the Supervisory Board:

- transactions and measures that affect the corporate structure or the principles of corporate strategy or that lead to a significant change in the company's development, in particular the addition of new lines of business and the discontinuation or significant restriction of existing lines of business
  - the establishment, dissolution, acquisition or sale of companies as well as the acquisition or change of company participations;
  - the conclusion or termination of inter-company agreements within the meaning of Sections 291, 292 AktG.
- (3) The Supervisory Board may stipulate in the rules of procedure for the Management Board or by resolution that further management measures require the approval of the Supervisory Board. This reservation of approval shall in particular cover transactions of the company or dependent companies that fundamentally change the company's earnings prospects or its risk exposure. If the Management Board issues its own rules of procedure in accordance with Section 9 paragraph 2, the Supervisory Board may only approve these if they contain a catalog of transactions requiring approval corresponding to sentence 1. In addition, the Supervisory Board may decide that further transactions require its approval.

## **§ 12**

### **Composition of the Supervisory Board**

- (1) The Supervisory Board consists of five members who are appointed by the Annual General Meeting.
- (2) Supervisory Board members shall be elected for the period until the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the fourth financial year after the start of the term of office, unless a shorter term of office is specified in the appointment resolution, but for no longer than six years. The financial year in which the term of office begins is not counted. Reappointments are permitted. If a Supervisory Board member resigns before the end of their term of office, a successor shall be elected for the remainder of the term of office of the resigning Supervisory Board member, subject to paragraph (3), unless the Annual General Meeting resolves a longer term of office, which may not, however, exceed the term of office pursuant to sentence 1.
- (3) When electing a member of the Supervisory Board, a substitute member may be elected at the same time, who will become a member of the Supervisory Board if the Supervisory Board member resigns before the end of his or her term of office. The office of the substitute member who has joined the Supervisory Board shall expire when a successor is elected for the retired Supervisory Board member, but at the latest upon expiry of the term of office of the retired Supervisory Board member.

- (4) Each member of the Supervisory Board and each substitute member may resign from office at any time, even without good cause, by giving one month's notice in text form (Section 126b BGB) to the Management Board and a copy to the Chairman of the Supervisory Board - or, in the case of resignation by the Chairman, a copy to his deputy. The Chairman of the Supervisory Board or, in the event of resignation by the Chairman of the Supervisory Board, his deputy may shorten the deadline or waive compliance with the deadline. Resignation may be made with immediate effect for good cause.

### **§ 13**

#### **Chairman of the Supervisory Board**

- (1) The Supervisory Board elects a Chairman and a Deputy Chairman from among its members.
- (2) The term of office of the Chairman and Deputy Chairman shall correspond to their term of office as a member of the Supervisory Board, unless a shorter term of office is determined at the time of election. The election shall take place following the Annual General Meeting in which the Supervisory Board members to be elected by the Annual General Meeting have been elected, in a (constituent) meeting for which no special invitation is required. Elections are conducted by the oldest member of the Supervisory Board present in terms of age. They are carried out by a simple majority of votes. If a simple majority of votes is not achieved in the first round of voting, a further election is held among the persons with the two highest numbers of votes. In this further election, the highest number of votes or, in the event of a tie, the lot to be drawn by the oldest Supervisory Board member present in terms of age shall be decisive.
- (3) The resignation of the Chairman before the end of his term of office shall not affect the continued office of the Deputy Chairman. The same applies vice versa. If the Chairman or Deputy Chairman resigns from office before the end of their term of office, the Supervisory Board shall immediately hold a new election for the remaining term of office of the resigning member.

### **§ 14**

#### **Rules of procedure of the Supervisory Board**

The Supervisory Board may adopt rules of procedure within the framework of the statutory provisions and the Statute.



## **§ 15**

### **Convening of the Supervisory Board**

- (1) Meetings of the Supervisory Board shall be held once every calendar quarter and must be held twice every half calendar year.
- (2) Meetings of the Supervisory Board shall be convened by the Chairman or, if he is unable to do so, by his deputy. Meetings may be convened in writing, in text form or verbally. It may also be sent by fax, e-mail or other means of electronic communication. The meeting must be convened with a notice period of fourteen days. The day on which the notice is sent and the day of the meeting are not included in the calculation of the notice period. In urgent cases, the Chairman may shorten the notice period. The Chairman may cancel or postpone a convened meeting.
- (3) The items on the agenda must be communicated when the meeting is convened. Motions for resolutions must be sent in good time and in such a form that a written vote is possible.

## **§ 16**

### **Resolution of the Supervisory Board**

- (1) Resolutions of the Supervisory Board are generally passed in meetings; meetings may also be held in the form of a telephone or video conference and individual Supervisory Board members may participate in meetings by telephone or video transmission. The Chairman determines the order in which items on the agenda are discussed and the type of voting. Resolutions on items on the agenda that were not communicated when the meeting was convened can only be passed if no member objects or if there is particular urgency. Absent members must be given the opportunity to object to the resolution within a reasonable period of time determined by the Chairman in the event of an addition or amendment to the agenda; the resolution only becomes effective if no absent member has objected within the deadline.
- (2) The Supervisory Board shall constitute a quorum if at least three members participate in the passing of resolutions.
- (3) A member also participates in the passing of resolutions if he or she abstains from voting. Absent Supervisory Board members may participate in the passing of resolutions by having other Supervisory Board members submit written votes.
- (4) Outside of meetings, resolutions may be passed in writing, by telex, fax or telegraph or in text form, e.g. by e-mail or fax, if this is determined by the Chairman in individual cases. Resolutions passed outside of meetings are recorded in writing by the Chairman and a copy of the corresponding minutes of the resolution is forwarded to all members.

- (5) Resolutions of the Supervisory Board require a simple majority of the votes cast, unless a different majority is required by law. Abstentions shall be deemed votes not cast. In the event of a tie, the Chairman shall cast the deciding vote. If the Chairman of the Supervisory Board does not take part in the vote, the vote of his deputy shall be decisive.

## **§ 17**

### **Minutes of meetings and resolutions of the Supervisory Board**

- (1) Minutes shall be taken of meetings of the Supervisory Board and signed by the Chairman. The minutes shall state the place and date of the meeting, the participants, the items on the agenda, the main content of the discussions and the resolutions of the Supervisory Board. Copies of the minutes of the meeting, which must be signed by the Chairman or, if he is unable to do so, by his deputy, must be sent to all members.
- (2) Paragraph (1) applies accordingly to resolutions of the Supervisory Board that are passed outside of meetings, with the proviso that the minutes must also state the nature of the resolutions passed.
- (3) The Chairman is authorized to make and receive the declarations required to implement the resolutions of the Supervisory Board and its committees, insofar as the implementation is the responsibility of the Supervisory Board. If the Chairman is unable to do so, his deputy shall have these powers.

## **§ 18**

### **Tasks of the Supervisory Board**

- (1) The Supervisory Board shall have all duties and rights assigned to it by law, the Statute or in any other way. The members of the Supervisory Board are not bound by orders or instructions.
- (2) The Supervisory Board may issue rules of procedure to the Management Board in which, among other things, it stipulates that certain types of transactions of the company or dependent companies, in particular those that fundamentally change the company's earnings prospects or its risk exposure, require its approval. If the Management Board issues its own rules of procedure, the Supervisory Board may only approve them if they contain a catalog of transactions requiring approval corresponding to sentence 1. In addition, the Supervisory Board may decide that further transactions require its approval.
- (3) The Supervisory Board is authorized to make amendments to the Statute that only affect the wording.

## **§ 19**

### **Confidentiality**

- (1) The members of the Supervisory Board must maintain secrecy about confidential information and secrets that become known to them through their work on the Supervisory Board, even after leaving office. If a member of the Supervisory Board intends to disclose information to third parties which it cannot be ruled out with certainty is confidential or relates to secrets of the company, he/she is obliged to inform the Chairman in advance and give him/her the opportunity to comment.
- (2) Departing Supervisory Board members must return all confidential company documents in their possession to the Chairman of the Supervisory Board.

## **§ 20**

### **Remuneration of the Supervisory Board**

- (1) The members of the Supervisory Board shall receive fixed annual remuneration of EUR 45,000.00. The Chairman of the Supervisory Board shall receive 2.0 times and the Deputy Chairman 1.5 times the remuneration granted in accordance with sentence 1. In addition, each member of the Audit Committee receives an annual fixed remuneration of EUR 15,000.00, each member of the Personnel Committee receives an annual fixed remuneration of EUR 10,000.00 and each member of other committees formed by the Supervisory Board receives an annual fixed remuneration of EUR 10,000.00 per committee. The chairmen of the committees each receive 2.0 times the aforementioned amounts. If a Supervisory Board member is a member of two committees at the same time, only the highest-paid committee membership is remunerated in addition to the fixed annual remuneration in accordance with sentence 1. If a Supervisory Board member is a member of more than two committees at the same time, only the membership of the two committees with the highest remuneration is remunerated in addition to the fixed annual remuneration in accordance with sentence 1.
- (2) In addition, each member of the Supervisory Board shall receive an attendance fee of EUR 1,000.00 for attending meetings of the Supervisory Board and meetings of a committee of which he or she is a member as a face-to-face meeting, telephone or video conference or corresponding connection. Multiple meetings (regardless of whether they are meetings of the Supervisory Board or meetings of the committees) that take place on the same day are not remunerated more than once.
- (3) The members of the Supervisory Board are included in a pecuniary loss liability insurance policy taken out by the company in favor of the members of the Management Board and Supervisory Board at standard market conditions.

- (4) The remuneration in accordance with paragraphs 1 and 2 is payable quarterly in arrears. Members of the Supervisory Board who have only belonged to the Supervisory Board or a committee for part of the financial year shall receive pro rata remuneration for each month or part thereof of their activity. Each member of the Supervisory Board is reimbursed for expenses incurred in the performance of their duties. In addition, members of the Supervisory Board are reimbursed for any value added tax incurred on the reimbursement of expenses or Supervisory Board remuneration, provided they are entitled to invoice the company separately for value added tax and exercise this right.

## **§ 21**

### **Location of the Annual General Meeting**

The Annual General Meeting of the company takes place at the company's registered office, in Munich or at another German stock exchange.

## **§ 22**

### **Convening of the Annual General Meeting**

- (1) The Annual General Meeting shall be convened by the Management Board or, in the cases prescribed by law, by the Supervisory Board.
- (2) The Annual General Meeting shall be convened with at least the statutory minimum notice period in accordance with Section 123 paragraph 1, paragraph 2 sentence 5 and paragraph 3 sentence 1 2nd half-sentence AktG, unless otherwise stipulated by law.
- (3) The Annual General Meeting must be held annually within six months of the end of the financial year.
- (4) The Management Board is authorized for a period of two years after entry of the addition of this paragraph (4) to the Statute resolved by the Annual General Meeting on May 31, 2023 in the company's commercial register to provide for the meeting to be held without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting). If a virtual Annual General Meeting is held, the legal requirements stipulated for this must be complied with.

## **§ 23**

### **Participation in the General Meeting**

- (1) Only shareholders who are entered in the share register and have registered in good time are entitled to attend the Annual General Meeting and exercise their voting rights.

Deletions and entries in the share register do not take place on the day of the Annual General Meeting or in the last six days before the day of the Annual General Meeting.

- (2) The registration must be made at least in text form (Section 126b BGB); the registration can also be sent by fax or email if this is specified in the convening notice. The registration must be received by the Management Board at the company's registered office or another location specified in the notice of the Annual General Meeting at least six days before the Annual General Meeting; the Management Board is entitled to shorten this period in the notice of the meeting.
- (3) The details of registration and the issue of admission tickets shall be announced in the convening notice.
- (4) Voting rights may be exercised by proxy. The granting and revocation of proxy authorization as well as proof of authorization to the company must be in text form (Section 126b BGB). Proof of authorization may also be submitted to the company by e-mail. Section 135 AktG remains unaffected.

## **§ 24**

### **Chairmanship of the Annual General Meeting**

- (1) The Chairman of the Supervisory Board or another person appointed by him shall chair the Annual General Meeting. If neither the Chairman of the Supervisory Board nor the person appointed by him to chair the meeting is present or willing to chair the meeting, the chair of the meeting shall be elected by the Supervisory Board. If, in the case of sentence 2, the chairman of the meeting is not elected by the Supervisory Board, he shall be elected by the Annual General Meeting under the chairmanship of the oldest shareholder or shareholder representative.
- (2) The chairman of the meeting shall chair the meeting and determine the order of the items on the agenda and the speeches as well as the type, form and order of voting.
- (3) The chairman of the meeting may impose reasonable time limits on the shareholders' right to ask questions and speak. In particular, he is authorized to set a reasonable time frame for the entire Annual General Meeting, for the individual agenda items or for the individual questions or speeches at the beginning of the Annual General Meeting or during its course.

## **§ 25**

### **Electronic media**

- (1) The Management Board is authorized to permit the video and audio transmission of the Annual General Meeting.

- (2) The Management Board is authorized to determine that shareholders may participate in the Annual General Meeting without being present at the venue and without a proxy and may exercise all or some of their rights in whole or in part by means of electronic communication.
- (3) The Management Board is authorized to determine that shareholders may cast their votes in writing or by means of electronic communication, i.e. by postal vote, without attending the meeting.
- (4)
- (5) If the Executive Board makes use of one or more authorizations in accordance with paragraphs (1), (2) or (3), the provisions made on the basis of the authorization must be stated in the convening notice.
- (6) Notwithstanding the above paragraphs, the chairman of the meeting is always entitled to permit the video and audio transmission of the Annual General Meeting.
- (7) The members of the Management Board and the Supervisory Board shall attend the Annual General Meeting in person. In consultation with the Chairman of the Supervisory Board, members of the Supervisory Board are permitted to participate in the Annual General Meeting by means of video and audio transmission in cases in which their physical presence at the venue of the Annual General Meeting would be impossible or only possible with considerable effort due to legal restrictions, for health reasons, due to their stay abroad or due to an unreasonable travel time, or if the Annual General Meeting is held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting.

## **§ 26**

### **Voting rights at the Annual General Meeting**

Each no-par value share grants one vote at the Annual General Meeting.

## **§ 27**

### **Resolution of the Annual General Meeting**

- (1) The resolutions of the Annual General Meeting shall be passed by a simple majority of the votes cast (majority of votes), unless mandatory statutory provisions or Statute stipulate otherwise. In cases in which the law also prescribes a majority of the share capital represented in order to pass resolutions, a simple majority of the share capital represented (majority of share capital) shall suffice, unless mandatory statutory provisions or the Statute stipulate otherwise. Amendments to the Statute require a majority of two-thirds of the votes cast or, if at least half of the share capital is

represented, a simple majority of the votes cast, unless mandatory statutory provisions or the Statute stipulate otherwise.

- (2) If no majority within the meaning of paragraph (1) is achieved in the first ballot, a second ballot shall be held between the two candidates who received the highest number of votes in the first ballot. If there is a tie between the two candidates in the second ballot, the Chairman shall draw lots to decide.

## **§ 28**

### **Financial year**

The financial year is the calendar year.

## **§ 29**

### **Accounting and appropriation of profits**

Each year, the Management Board must prepare the annual financial statements, the consolidated financial statements and the management reports for the previous financial year in the legally prescribed form within the statutory period and submit them to the auditor. It must also submit these documents to the Supervisory Board together with the proposal it intends to make to the Annual General Meeting for the appropriation of net profit.

## **§ 30**

### **Adoption of provisions from the statute of the legal entity changing its legal form**

- (1) The company was formed by changing the legal form of Karl Süß Verwaltungs GmbH with its registered office in Garching. Karl Süß Verwaltungs GmbH has borne the costs associated with its formation up to an amount of DM 3,000.00.
- (2) The expenses for the change of legal form to a stock corporation and for the formation shall be borne by the Company up to an amount of DM 150,000.00.

## **§ 31**

### **Costs of converting**

The costs of converting the company into the legal form of an SE (in particular notary and court fees, publication costs, taxes, auditing and consulting costs) shall be borne by the company up to an amount of EUR 250,000.00.

**- End of the Statute-**

#### **Note:**

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

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