

Declaration of compliance pursuant to Section 161 of the German Stock Corporation Law (AktG) regarding the recommendations of the “German Corporate Governance Code”

The Management Board and Supervisory Board of SUSS MicroTec SE declare in accordance with Section 161 (1) of the German Stock Corporation Law (AktG):

Since the issuance of the last declaration of compliance in December 2020 and an update to it published in June 2021, SUSS MicroTec SE has complied with all the recommendations of the German Corporate Governance Code in the version of December 16, 2019 (published in the official section of the Federal Gazette on March 20, 2020), with the exception of the recommendations in Section F.2 (Transparency and external reporting) and in Section G.I. (Remuneration of the Management Board).

In accordance with Section 161 (1) of the German Stock Corporation Law (AktG), the Management Board and the Supervisory Board declare further that SUSS MicroTec SE will comply with all recommendations of the German Corporate Governance Code in the version of December 16, 2019 (published in the official section of the Federal Gazette on March 20, 2020) with the exception of the recommendation in Section G.I. (Remuneration of the Management Board).

Justification:

Transparency and external reporting (Section F.2)

The consolidated financial statements and the Group management report shall be publicly accessible within 90 days of the end of the financial year; interim reports shall be publicly accessible within 45 days of the end of the reporting period.

SUSS MicroTec SE published the consolidated financial statements for the 2020 fiscal year on April 9, 2021. The spread of the coronavirus and the associated restrictions made it necessary to postpone publication to a point in time after the 90-day deadline.

The Management Board and the Supervisory Board of SUSS MicroTec SE plan to comply once again with the aforementioned recommendation regarding the consolidated financial statements for the 2021 fiscal year.

Remuneration of the Management Board (Section G.I.)

The new remuneration system for members of the Management Board of SUSS 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 view 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.

Garching, Germany, December 2021

For the Management Board

For the Supervisory Board

Dr. Götz M. Bendele
Chief Executive Officer (CEO)

Dr. David Dean
Chairman of the Supervisory Board