

SUSS MicroTec SE

Ordinary Shareholders' Meeting on May 20, 2020

Explanations of the rights of shareholders in accordance with Sections 122 (2), 126 (1), 127, and 131 (1) of the German Stock Corporation Law (AktG) in conjunction with Section 1 of the German Act on Measures under Company, Co-operative, Association, Foundation and Residential Property Ownership Law to Combat the Effects of the COVID-19 Pandemic (COVID-19 AuswBekG).

Introduction

In light of the current COVID-19 pandemic, the Management Board has decided, with the approval of the Supervisory Board, to hold the Company's ordinary Shareholders' Meeting on May 20, 2020 as a virtual Shareholders' Meeting without the physical attendance of the shareholders or their proxies in accordance with Section 1 (2) COVID-19 AuswBekG. Therefore, the shareholders and their proxies (with the exception of the voting rights representatives appointed by the Company) are not able to physically participate in the Shareholders' Meeting. The decision by the Management Board to hold the Shareholders' Meeting as a virtual Shareholders' Meeting and the additional decision by the Management Board made with the consent of the Supervisory Board to shorten the convocation period for the Shareholders' Meeting in accordance with Section 1 (3)(1) COVID-19 AuswBekG also have effects on the shareholder rights described hereafter.

1. Addition to the Agenda

In accordance with Section 122 (2) of the German Stock Corporation Law (AktG), shareholders whose shares total 5 % of the equity capital or a pro rata amount of EUR 500,000.00 may request that items be placed on the agenda and announced. This quorum is required in accordance with Art. 56 (3) of the SE-VO in connection with Section 50 (2) SEAG for requests for additions by shareholders of a European company (SE). Each new item must be accompanied by supporting information or a formal resolution proposal. Such a request is to be addressed to the Management Board of SUSS MicroTec SE in writing or in the electronic form of Section 126a BGB (e.g., with a qualified electronic signature) and must

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reach the Company at least 14 days prior to the Shareholders' Meeting (whereby the day of the Shareholders' Meeting and the day of arrival are not included), thus at the latest on May 5, 2020, at midnight (CEST). We ask that such requests be sent to

SUSS MicroTec SE
Management Board
Schleissheimer Straße 90
85748 Garching

Email (with qualified electronic signature): ir@suss.com

The provisions on which these shareholder rights are based read as follows:

Art. 56 of the SE Regulation (SE-VO) states:

“Art. 56

The addition of one or more items to the agenda for a shareholders' meeting can be requested by one or more shareholders, provided their share of the subscribed capital amounts to at least 10 %. The procedures and deadlines for this application shall be defined in accordance with the national law of the country of domicile of the SE or, if no such provisions exist, in accordance with the articles of incorporation of the SE. The articles of incorporation or the law of the country of domicile may provide for a lower percentage, subject to the same requirements that apply for stock corporations.

Art. 50(2) of the German SE Implementation Act (SE-AG) states:

“Section 50 Convocation and Additions to the Agenda at the Request of a Minority

- (2) The addition of one or more items to the agenda for a shareholders' meeting can be requested by one or more shareholders, provided their share of the subscribed capital amounts to at least 5 percent of the equity capital or a pro rata amount of EUR 500,000.”

Section 122 AktG states:

“Section 122 Convocation at the Request of a Minority

- (1) The general meeting is to be convened wherever stockholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand

that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. The petitioners are to submit proof that they have been holders of the shares of stock since at least ninety (90) days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. Section 121 (7) shall apply mutatis mutandis.

- (2) In like manner, stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, or to a stake of 500 000 euros, may demand that items of business be set out in the agenda and be published by notice. Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. The demand in the sense of the first sentence must be received by the company at the latest thirty (30) days prior to the general meeting; the date of its receipt shall not be included in calculating the period.
- (3) Where the demand is not complied with, the court may grant authority to the stockholders who have raised the demand to convene the general meeting or to publish by notice the item of business. Concurrently, the court may determine the chairman of the general meeting. The invitation convening the general meeting or the notice must indicate the authorisation by the court. A complaint may permissibly be lodged against the decision taken.
- (4) The company shall bear the costs of the general meeting and, in the case governed by subsection (3), also the court costs if the court has complied with the petition.”

Section 124 AktG (excerpt) states:

- “(1) Where the minority pursuant to section 122 (2) has demanded that items of business be set out in the agenda, said items of business are to be published by notice either together with the invitation convening the general meeting or, if that is not the case, without undue delay after the demand has been received. Section 121 (4) shall apply mutatis mutandis; moreover, in the case of companies listed on the stock exchange, section 121 (4a) shall apply mutatis mutandis. The notice is to be published and forwarded in the same way as the invitation convening the general meeting.”

Section 121 AktG (excerpt) states:

- “(4) Notice of the invitation convening the general meeting is to be given in the company’s publications of record. Where the stockholders of the company are known by name, the general meeting may be convened by registered letter unless stipulated otherwise in the by-laws; the date on which the invitation is posted shall be deemed the date of the notice.
- (4a) In the case of companies listed on the stock exchange that have not issued exclusively registered shares of stock or that do not directly send the invitation convening the general meeting to the stockholders pursuant to subsection (4), second sentence, the invitation convening the general meeting is to be forwarded, at the latest as per the time of the notice, to such media for publication regarding which it can be assumed that they will disseminate the information in the entire European Union.”

Section 1 COVID-19 AuswBekG Stock Corporations (...) (excerpt)

- “(3) In deviation from Section 123 (1)(1) and (2)(5) of the German Stock Corporation Act, the Management Board can decide to convene the Shareholders’ Meeting on the 21st day before the date of the meeting at the latest. In deviation from Section 123 (4)(2) of the German Stock Corporation Act, the proof of share ownership in the case of listed companies must pertain to the beginning of the twelfth day before the meeting, and in the case of bearer shares, must be received by the Company at the address specified for this purpose in the convocation by the fourth day before the Shareholders’ Meeting at latest, provided the Management Board has not specified a shorter period in the convocation of the Shareholders’ Meeting; provisions of the articles of incorporation in deviation from this are irrelevant. In the case of convocation with an abbreviated time period in accordance with sentence 1, the notification in accordance with Section 125 (1)(1) of the German Stock Corporation Act must take place twelve days before the meeting at the latest, and the notification in accordance with Section 125 (2) of the German Stock Corporation Act must be made to the shareholders registered in the register of shareholders as of the beginning of the twelfth day before the Shareholders’ Meeting. In deviation from Section 122 (2) of the German Stock Corporation Act, requests for additions in the aforementioned case must be received by the Company at least 14 days before the meeting.

2. Counter-motions and Nominations in accordance with Sections 126 (1) and 127 AktG

In accordance with Section 126 (1) of the German Stock Corporation Law (AktG), every shareholder of the Company is entitled to submit counter-motions against a proposal of the Management Board and/or the Supervisory Board regarding a particular agenda item. In accordance with the more detailed specifications of Section 126 (1) and (2) of the German Stock Corporation Law (AktG), counter-motions (along with any supporting information) are to be made available if they reach the Company at the address stated below at least 14 days prior to the virtual Shareholders' Meeting, thus at the latest on May 5, 2020, at midnight (CEST).

In addition, in accordance with the more detailed specifications of Section 127 of the German Stock Corporation Law (AktG), every shareholder can make a nomination for the election of the auditor and/or for the election of Supervisory Board members. In addition to the reasons specified in Section 126 (2) of the German Stock Corporation Law (AktG), the Management Board does not need to make a nomination available if the nomination does not include the name, profession, and residence of the candidate.

In accordance with the more detailed specifications of Sections 127, 126 (1) and (2) of the German Stock Corporation Law (AktG), nominations are to be made available if they reach the Company at the address stated below at least 14 days prior to the virtual Shareholders' Meeting, thus at the latest on May 5, 2020, at midnight (CEST).

Shareholder motions and nominations should be sent exclusively to the following address:

SUSS MicroTec SE
Investor Relations
Schleissheimer Straße 90
85748 Garching, Germany
Fax: +49 89 32007-451

Email address: ir@suss.com

Motions and nominations addressed otherwise will not be considered.

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Subject to Section 126 (2) and (3) of the German Stock Corporation Law (AktG), counter-motions (along with any justification) and nominations by shareholders to be made available are published, including the name of the shareholder and any possible relevant opinion of the management, on the Company's website at <http://www.suss.com/hv2020>.

No counter-motions and nominations can be made during the virtual Shareholders' Meeting. Counter-motions and nominations, which have been properly put forward and are permissible and which have been announced in accordance with Sections 126 (1), 127 of the German Stock Corporation Law (AktG) prior to the virtual Shareholders' Meeting, are treated during the Virtual Shareholders' Meeting as if they had been put forward in the Shareholders' Meeting provided that the shareholder offering the motion or nomination has registered for the virtual Shareholders' Meeting in time and is entered into the share registry on the date of the Shareholders' Meeting in accordance with the provisions specified above in the section "Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights."

The provisions of the German Stock Corporation Act on which these shareholder rights are based, which also establish prerequisites subject to which the publication of counter-motions and nominations can be abstained from, read as follows:

Section 126 AktG states:

"Section 126 Shareholder Motions

- (1) Motions by stockholders are to be made accessible to the beneficiaries set out in section 125 subsections (1) to (3), subject to the pre-requisites listed therein, including the name of the stockholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the stockholder has sent, at the latest fourteen (14) days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. The date on which the counter-motion is received shall not be included in calculating the period. In the case of companies listed on the stock exchange, the counter-motion shall be made accessible via the company's website. Section 125 (3) shall apply mutatis mutandis.
- (2) A counter-motion and the reasons for which it is being made need not be made accessible:

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1. Inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;
2. If the counter-motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;
3. If the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting;
4. If a counter-motion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to section 125 for a general meeting of the company;
5. If the same counter-motion of the stockholder, citing essentially the same reasons, has been made accessible pursuant to section 125 in the past five (5) years to at least two (2) general meetings of the company, and if less than one twentieth of the share capital represented voted for this counter-motion at the general meeting;
6. If the stockholder indicates that he will not attend the general meeting and will not have a proxy represent him;
7. If, in the past two (2) years at two (2) general meetings, the stockholder has failed to propose or to have proposed a counter-motion regarding which he has informed the company.

The reasons need not be made accessible if they amount to more than 5,000 characters in total.

- (3) Where several stockholders propose counter-motions regarding one and the same business to be resolved upon, the management board may combine the counter-motions and the reasons specified for them.

Section 127 AktG states:

“Section 127 Shareholder Nominations

Section 126 shall apply mutatis mutandis to nominations by stockholders of candidates for the supervisory board or for auditors of the annual accounts. No reasons need be specified for the nomination. The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to section 124 (3), fourth sentence, and section 125 (1), fifth sentence.”

Section 124 (3)(4) AktG states:

“The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised, and places of residence.”

Section 125 (1)(5) AktG states:

“In the case of companies listed on the stock exchange, information on the candidates’ membership in other supervisory boards mandated by the law is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad should be attached.”

3. Shareholders' Option to Ask Questions in accordance with Art. 2 Section 1 (2)(1)(3), (2)(2) and (8)(2) COVID-19 AuswBekG

In deviation from Section 131 of the German Stock Corporation Law (AktG), shareholders do not have a right to request information during the virtual Shareholders' Meeting on May 20, 2020. Instead, shareholders have the option of submitting questions prior to the virtual Shareholders' Meeting via electronic communication. Timely registration to the virtual Shareholders' Meeting is required for this in accordance with the provisions specified above in the section "Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights."

The Management Board decides in its dutiful free discretion how to answer which questions in accordance with Art. 2 Section 1 (2)(2) in conjunction with 8 (2) Covid-19-AuswBekG. The Management Board does not have to answer every question; in particular, it can combine questions and select reasonable questions in the interests of the other shareholders. In the process, it can give preference to shareholder associations and institutional investors with significant share holdings. Questions in foreign languages will not be considered. The Management Board reserves the right to answer questions in advance on the Company's website at <http://www.suss.com/hv2020>.

Questions are to be submitted by May 18, 2020 at midnight (CEST) (time of receipt), with an indication of the shareholder's name or the shareholder number as well as by using the password-protected internet service for the Shareholders' Meeting on the Company's website at <http://www.suss.com/hv2020>.

No questions may be posed during the virtual Shareholders' Meeting.

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The provisions of COVID-19 AuswBekG on which this shareholder right is based read as follows:

Section 1 COVID-19 AuswBekG Stock Corporations (...) (excerpt)

“(2) The Management Board can decide that the meeting will be held as a virtual Shareholders’ Meeting without the physical attendance of shareholders or their proxies, provided that

1. [...],
2. [...],
3. the shareholders are granted an option to submit questions via electronic communication,
4. [...].

The Management Board decides which questions to answer according to its dutiful free discretion; it can also stipulate that questions be submitted via electronic communication two days before the meeting at the latest.”