



**SÜSS MicroTec SE**

**Garching, Germany**

Securities Identification No. A1K023

ISIN: DE000A1K0235

We hereby invite our shareholders to the

**Ordinary (Virtual) Shareholders' Meeting**

to be held

on May 20, 2020 at 10:00 a.m.

The ordinary Shareholders' Meeting will be held as a virtual Shareholders' Meeting without the physical presence of shareholders and their proxies in the Haus der Bayerischen Wirtschaft (House of the Bavarian Economy), Max-Joseph-Straße 5, 80333 Munich, Germany.

**Please note that the shareholders and their proxies will not be able to attend the virtual Shareholders' Meeting.**

The ordinary Shareholders' Meeting will be held as a virtual Shareholders' Meeting without the physical presence of shareholders and their proxies (with the exception of voting rights representatives appointed by the Company) in accordance with Art. 2, Section 1 (2) of the German Act on Measures in Corporate, Cooperative, Association, Foundation, and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic as of March 27, 2020 ("**Covid-19-AuswBekG**"). For details on the rights of shareholders and their proxies, please refer to "Additional Disclosures and Notes," which are appended to the agenda.

## **Agenda**

- 1. Presentation of the adopted annual financial statements of SUSS MicroTec SE, the approved consolidated financial statements as of December 31, 2019, the condensed Management Report for SUSS MicroTec SE and the Group, including provisions in accordance with Section 289a (1) of the German Commercial Code (HGB) and Section 315a (1) HGB, and the report of the Supervisory Board for the 2019 fiscal year**

The specified documents are available on our website at <http://www.suss.com/hv2020> and are on display for shareholders on the Company's premises at the headquarters of SUSS MicroTec SE, Schleissheimer Straße 90, 85748 Garching. Copies can also be sent to shareholders upon request, immediately, and free of charge.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Management Board. Thus, the annual financial statements are adopted in accordance with Section 172 (1) of the German Stock Corporation Law (AktG). Therefore, the Shareholders' Meeting does not have to adopt a resolution on agenda item 1.

- 2. Resolution on the Discharge of Liability for the Members of the Management Board**

The Management and Supervisory Boards propose the following resolution:

The Members of the Management Board in the 2019 fiscal year are granted discharge of liability for this period.

- 3. Resolution on the Discharge of Liability for the Members of the Supervisory Board**

The Management and Supervisory Boards propose the following resolution:

The Members of the Supervisory Board in the 2019 fiscal year are granted discharge of liability for this period.

- 4. Resolution on the Appointment of the Auditor and Group Auditor**

The Supervisory Board proposes the following resolution:

BDO AG Wirtschaftsprüfungsgesellschaft headquartered in Hamburg, with an office in Munich, Germany, is appointed as the auditor and Group auditor for the 2020 fiscal year.

## 5. Resolutions on By-elections to the Supervisory Board

Dr. Stefan Reineck, who was elected by the Shareholders' Meeting as a Member of the Supervisory Board on May 31, 2017, has stepped down from his position as a Supervisory Board Member, effective at the conclusion of the Shareholders' Meeting on May 20, 2020. In addition, on February 25, 2020 Mr. Gerhard Pegam, who was elected by the Shareholders' Meeting as a Member of the Supervisory Board on May 31, 2017, has stepped down from his position as a Supervisory Board Member with notice of one month in accordance with the articles of incorporation. Therefore, by-elections are necessary.

Furthermore, on April 28, 2020, Supervisory Board Member Jan Teichert has resigned from the Supervisory Board. Given the limited time span between the departure of Dr. Reineck and Mr. Pegam and the Shareholders' Meeting for specifying the competence profile for the entire Supervisory Board in accordance with point C1 of the German Corporate Governance Code following their departure, the Supervisory Board has decided to leave the completion of the competence profile for the newly constituted Supervisory Board after this Shareholders' Meeting. The vacant position will not affect the ability of the Supervisory Board to function. After the redefinition of the competence profile, the Supervisory Board will propose a suitable candidate.

The election of both Dr. Reineck and Mr. Pegam applied to the time until the conclusion of the Shareholders' Meeting that decides on the discharge of liability for the 2021 fiscal year.

The Supervisory Board of SUSS MicroTec SE is composed of five Members, who were appointed by the Shareholders' Meeting in accordance with Art. 40 (2) and (3), SE-VO, Section 17 (1) SEAG, Section 21 SEBG in conjunction with Section 12 (1)(1) of the articles of incorporation of SUSS MicroTec SE and point 10 of the Agreement on Information, Consultation, and Codetermination Procedures at SUSS MicroTec SE as of March 10, 2017. The Shareholders' Meeting is not bound by nominations.

The Supervisory Board proposes to elect as Members of the Company's Supervisory Board

- a) Dr. David Robert Dean, resident of Feldafing, Germany, independent management consultant, and
- b) Mr. Jan Smits, resident of Heeze, Netherlands, independent management consultant,

each until the conclusion of the Shareholders' Meeting that decides on the discharge of liability for the fiscal year ending on December 31, 2021.

The candidates are members of (i) other statutory Supervisory Boards or (ii) comparable domestic and foreign supervisory bodies of business enterprises enumerated below:

1. Dr. David Robert Dean

(i) none

(ii) Various appointments within the Axiata Group Berhad, Kuala Lumpur, Malaysia, or in companies sharing joint management with it:

- a. since 2019: Ncell Pvt Ltd, Kathmandu, Nepal, Member and Chairman of the Board of Directors
- b. since 2017: Axiata Group Berhad, Kuala Lumpur, Malaysia (listed on the stock exchange), Member of the Board of Directors, simultaneously member of the Audit and Risk Committee
- c. since 2016: PT XL Axiata Tbk, Jakarta, Indonesia (listed on the stock exchange),  
Member of the Board of Commissioners
- d. since 2015: Kaiteki Institute of Mitsubishi Chemical Holding Corp, Tokyo, Japan, Member of the Advisory Board

2. Jan Smits

(i) none

(ii) none

In the view of the Supervisory Board, neither of the proposed candidates has a personal or business relationship with SUSS MicroTec SE or its Group companies, the corporate bodies of SUSS MicroTec SE, or a shareholder who has a material interest in SUSS MicroTec SE, the disclosure of which is recommended by the German Corporate Governance Code.

The Supervisory Board has obtained assurance from the nominated candidates that they can devote the amount of time that is expected to be required.

The nomination takes into account the legal guidelines and targets approved by the Supervisory Board for its composition and strives to satisfy the competence profile developed by the Supervisory Board for the entire board.

The CVs of the proposed candidates is appended following the additional disclosures for the convening of the meeting. They are also available online at <http://www.suss.com/hv2020>.

In case of his election, the intention is to select Dr. David Robert Dean as the Chairman of the Supervisory Board from among the Members of the Supervisory Board.

## **Additional Disclosures and Notes**

### **Equity Capital and Voting Rights**

At the time the virtual Shareholders' Meeting is convened, the equity capital of the Company will be divided into 19,115,538 no-par value registered shares, of which each share confers one vote. Thus, the total number of voting rights is 19,115,538. The Company does not have any treasury shares at the time the meeting is being convened.

### **Notes on the Conduct of the Virtual Shareholders' Meeting**

With the approval of the Supervisory Board, the Management Board has decided to hold the ordinary Shareholders' Meeting on May 20, 2020 as a virtual Shareholders' Meeting without the physical presence of the shareholders or their proxies in accordance with Art. 2 Section 1 (2), 8 (2) of the 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. However, they have the option of attending by means of an electronic connection ("participation"). The entire Shareholders' Meeting will be broadcast live online in audio and video for the registered shareholders of SUSS MicroTec SE or their proxies on May 20, 2020 beginning at 10:00 am (CEST) by the password-protected **internet service for the Shareholders' Meeting** on the Company's website at

**<http://www.suss.com/hv2020>**

. The exercise of voting rights by the shareholders or their proxies occurs exclusively by means of vote in absentia or proxy authorization to the voting rights representatives appointed by the Company.

Through the password-protected **internet service for the Shareholders' Meeting**, the shareholders (and if applicable, their proxies) can, among other items, register for the Shareholders' Meeting, exercise their voting rights by electronic mail, grant authorizations to third parties as well as authorizations and instructions to voting rights representatives appointed by the Company, submit questions, or raise objections for the record beginning on April 30, 2020 in accordance with the following provisions. Access authorization is required for the password-protected **internet service for the Shareholders' Meeting**. Details regarding this can be found below in the section "Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights."

## **Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights**

In accordance with Section 23 of the articles of incorporation, only those shareholders whose names are entered into the register of shareholders and have registered on time are entitled to participate in the virtual Shareholders' Meeting and exercise their voting rights. The registration must reach the following address at least six days prior to the Shareholders' Meeting, at the latest by midnight on May 13, 2020 (CEST):

SUSS MicroTec SE  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich, Germany

or email: [suss@better-orange.de](mailto:suss@better-orange.de)

or electronically by using the password-protected **internet service for the Shareholders' Meeting** at the internet address <http://www.suss.com/hv2020>.

In order to simplify registration, the shareholders will be sent a registration form together with the invitation to the virtual Shareholders' Meeting. This registration form is also ready to download from the Company's website at <http://www.suss.com/hv2020>.

Access authorization is required for the password-protected **internet service for the Shareholders' Meeting**. Shareholders whose names are entered into the Company's register of shareholders at the latest on May 8, 2020 at midnight (CEST) will be sent the individual access data (shareholder number and access password) together with the invitation to the Shareholders' Meeting. For entries made after this date, however, other options to register for the virtual Shareholders' Meeting have been made available. The individual access data for the password-protected internet service for the Shareholders' Meeting is sent to these shareholders after receipt of registration by the Company.

Please keep in mind that current developments regarding the coronavirus pandemic can lead to delays in postal delivery. Unfortunately, registrations that are received at the aforementioned address – for whatever reason – after May 13, 2020 at midnight (CEST) can no longer be considered for legal reasons. Therefore, we recommend, if possible, registration by email or by using the password-protected internet service for the Shareholders' Meeting at the internet address <http://www.suss.com/hv2020>.

A shareholder in relation to the Company is only someone who is entered as such in the register of shareholders. Accordingly, for the purpose of determining the right to participate in

the virtual Shareholders' Meeting and the number of voting rights to which a shareholder is entitled in the virtual Shareholders' Meeting, the current state of the entries in the share registry on the day of the virtual Shareholders' Meeting is decisive. However, for technical processing reasons, deletions and entries in the share registry are not performed ("stop of re-registration") during the last six days before the date of the virtual Shareholders' Meeting, e.g., from May 14, 2020 at 12:00 am (CEST) up to and including May 20, 2020 at midnight (CEST). Therefore, the current state of the share registry on the date of the virtual Shareholders' Meeting corresponds to the state at the registration deadline of May 13, 2020 at midnight (CEST). Trading in shares is not restricted by the stop of re-registration. The shares are not blocked.

Intermediaries, shareholder associations, and voting rights representatives as well as equivalent persons in accordance with Section 135 (8) AktG may not exercise voting rights on the sole basis of an authorization for shares that do not belong to them but for which they are entered in the share registry as their owners. Section 135 AktG governs the relevant details.

### **Procedure for Casting Votes by Proxy**

Shareholders can also have their voting rights exercised through a proxy, e.g., an intermediary, a shareholders' association, or another person of their choice. Also in case of an authorization, timely registration by the shareholder or the proxy must be ensured 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 granting, revocation, and proof of proxy authorization must be submitted in writing to the Company (Section 126b of the German Civil Code (BGB)) if neither an intermediary nor a shareholders' association nor other equivalent persons in accordance with Section 135 (8) AktG are authorized.

The authorization may be declared to the proxy or the Company. A form that can be used for granting proxy authorization is sent to the shareholders together with the invitation to the virtual Shareholders' Meeting. The corresponding forms are additionally available for download at <http://www.suss.com/hv2020>.

If authorization is granted through declaration to the proxy, the Company requires proof of proxy authorization. The proof of proxy authorization to the Company can be transmitted to the Company by post or email **at the latest by May 19, 2020 at midnight (CEST)** (time of receipt) at the following address or email address:

SÜSS MicroTec SE

c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany

Email: [suss@better-orange.de](mailto:suss@better-orange.de)

In addition, the proof of authorization to the Company can also be provided up to (and including) the date of the virtual Shareholders' Meeting through the password-protected internet service of the Shareholders' Meeting at the internet address <http://www.suss.com/hv2020>. Regarding the individual access data (shareholder number and access password) required for using the password-protected internet service for the Shareholders' Meeting, see the Section above "Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights."

Each of the aforementioned communication channels is also available at the aforementioned specified times if authorization should be granted through declaration to the Company; a separate proof of authorization is not required in this case. The revocation of a previously issued authorization can also be declared directly to the Company through the aforementioned communication channels up to the aforementioned dates.

Intermediaries, shareholder associations, and voting rights representatives as well as equivalent persons in accordance with Section 135 (8) AktG may provide deviating provisions for their own authorization. Section 135 AktG provides, among other items, that the authorization is granted to a specific proxy and is maintained by them in a verifiable form. The declaration of authorization must also be complete and may include only statements related to the exercise of voting rights. Shareholders who wish to authorize an intermediary, a shareholder association, a voting rights representative or an equivalent person in accordance with Section 135 (8) are therefore requested to coordinate with the proxy about the procedure for granting authorization and the possibly required form of authorization in a timely manner.

Authorized third parties may also not physically participate in the Shareholders' Meeting. However, they can exercise voting rights in absentia or through (sub-)authorization of the voting rights representatives appointed by the Company.

In addition, we offer our shareholders or their proxies the option of authorizing a voting rights representative bound to instructions and appointed by the Company to exercise voting rights. Also in this case, timely registration is required in accordance with the above section "Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights."

A form that can be used for granting proxy authorization and issuing instructions to the voting



rights representatives is sent to the shareholders together with the invitation to the virtual Shareholders' Meeting. It is also ready to download from the Company's website at <http://www.suss.com/hv2020>.

The granting of proxy authorization and issuance of instructions to the voting rights representatives appointed by the Company can be done by postal mail or email **at the latest by May 19, 2020 at midnight (CEST)** (time of receipt) at the following address or email address:

SÜSS MicroTec SE  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany

or email: [suss@better-orange.de](mailto:suss@better-orange.de)

In addition, authorization and instructions to the voting rights representatives appointed by the Company can be issued electronically by using the password-protected internet service of the Shareholders' Meeting on the Company's website at <http://www.suss.com/hv2020>. This option to grant authorization and issue instructions to the voting rights representatives appointed by the Company is available until the start of voting at the virtual Shareholders' Meeting on May 20, 2020. Regarding the individual access data (shareholder number and access password) required for using the password-protected internet service for the Shareholders' Meeting, see the Section above "Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights."

The aforementioned disclosures on options for transmission and deadlines apply accordingly to the revocation of authorization granted to the voting rights representatives appointed by the Company or to a change in instructions.

For proxy authorization of voting rights representatives appointed by the Company, these must in any case be issued instructions for the exercise of the voting rights. The voting rights representatives are obligated to vote in accordance with the instructions issued to them. The voting rights representatives appointed by the Company do not accept any authorizations to raise objections to resolutions of the Shareholders' Meeting, to exercise the option of asking questions, or to submit motions.

If an individual vote is to be held on an agenda item without its having been announced prior to the virtual Shareholders' Meeting, a general instruction regarding this agenda item also applies as a corresponding instruction for each specific item of the individual vote.

## **Voting in Absentia**

Shareholders may also cast their votes in absentia in writing or by means of electronic communication. For this as well, timely registration to the virtual Shareholders' Meeting is required in accordance with the provisions specified above in the section "Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights." A form that can be used for voting in absentia is sent to the shareholders together with the invitation to the virtual Shareholders' Meeting. It is also available for download at <http://www.suss.com/hv2020>.

Voting in absentia can be submitted by postal mail or email **at the latest by May 19, 2020 at midnight (CEST)** (time of receipt) at the following address or email address:

SUSS MicroTec SE  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany

or email: [suss@better-orange.de](mailto:suss@better-orange.de)

Voting in absentia can also be done electronically by using the password-protected **internet service for the Shareholders' Meeting** on the Company's website at <http://www.suss.com/hv2020>. This option for voting in absentia is available until the start of voting at the virtual Shareholders' Meeting on May 20, 2020. Regarding the individual access data (shareholder number and access password) required for using the password-protected internet service for the Shareholders' Meeting, see the Section above "Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights."

The aforementioned disclosures on options for transmission and deadlines apply accordingly to a revocation or change in voting in absentia.

If an individual vote should be held on an agenda item without its having been announced prior to the virtual Shareholders' Meeting, a vote cast in absentia for the general agenda item applies as a vote in absentia for each specific item of the individual vote.

Authorized intermediaries, shareholder associations, voting rights representatives or other equivalent persons in accordance with Section 135 (8) can also take advantage of voting in absentia.

### **Online Video and Audio Transmission of the Shareholders' Meeting**

Registered shareholders of SUSS MicroTec SE as well as their proxies can follow the entire Shareholders' Meeting on May 20, 2020 beginning at 10:00 am (CEST) live online in video

and audio by using the password-protected **internet service to the Shareholders' Meeting** on the Company's website at

**<http://www.suss.com/hv2020>**

Timely registration to the virtual Shareholders' Meeting is required to activate the online transmission by the password-protected internet service for 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." Regarding the individual access data (shareholder number and access password) required for using the password-protected internet service for the Shareholders' Meeting, see the Section above "Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights."

The transmission of the Shareholders' Meeting does not enable any participation within the meaning of Section 118 (1)(2) AktG.

### **Objections to a Resolution of the Shareholders' Meeting**

Shareholders or their proxies who have exercised their voting rights by means of voting in absentia or by granting authorization to voting rights representatives appointed by the Company have the option to raise objections to a resolution of the Shareholders' Meeting to the notary in charge of minutes in accordance with Art. 2 Section 1 (2)(4), (8)(2) Covid-19-AuswBekG in conjunction with Section 245 (1) AktG during the duration of the virtual Shareholders' Meeting on May 20, 2020 until its closure by the chair of the meeting through the password-protected internet service to the Shareholders' Meeting. Regarding the individual access data (shareholder number and access password) required for using the password-protected internet service for the Shareholders' Meeting, see the Section above "Prerequisites for Participation in the Virtual Shareholders' Meeting and the Exercise of Voting Rights."

**Disclosure on the Rights of Shareholders in Accordance with Sections 122 (2), 126 (1), 127, 131 (1) AktG in Conjunction with Art. 2 Section 1 Covid-19 AuswBekG**

**Motions for Additions to the Agenda in Accordance with Art. 56 (2) and (3) SE-VO, Section 50 (2) SEAG in Conjunction with Section 122 (2) AktG in Conjunction with Art. 2 Section 1 (3)(4), 8 (2) Covid-19-AuswBekG**

In accordance with Section 122 (2) 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 regulation 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 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](mailto:ir@suss.com)

### **Counter-motions and Nominations by Shareholders in Accordance with Sections 126 (1), 127 AktG**

In accordance with Section 126 (1) 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) 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 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) 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) 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  
Fax: +49 89 32007-451

Email address: [ir@suss.com](mailto:ir@suss.com)

Motions and nominations addressed otherwise will not be considered.

Subject to Section 126 (2) and (3) 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 or 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 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 Option for Shareholders to Ask Questions in Accordance with Art. 2 Section 1 (2)(1)(3), (2), 8 (2) Covid-19-AuswBekG**

In a departure from Section 131 AktG, shareholders do not have any right to information during the virtual Shareholders' Meeting on May 20, 2020. Instead, shareholders have the option to submit questions by means of electronic communications prior to the virtual Shareholders' Meeting. 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 all questions. In particular, it can summarize 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 at the latest on 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.

### **Inquiries and Requests for Documents**

In order to ease the preparations for the virtual Shareholders' Meeting and to ensure the quickest possible reaction of the Company to inquiries concerning the virtual Shareholders' Meeting, we ask that inquiries and requests for documents be addressed exclusively to

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

Email address: [ir@suss.com](mailto:ir@suss.com)

### **Additional Explanations and Information on the Company's Website**

The information to be published in accordance with Section 124a AktG as well as additional explanations regarding the rights of shareholders in accordance with Art. 56 (2) and (3) SE-VO, Section 50 (2) SEAG in conjunction with Section 122 (2) AktG, in conjunction with Art. 2 Section 1 (3)(4), 8 (2) Covid-19 AuswBekG as well as Sections 126 (1), 127, 131 (1) AktG in conjunction with Art. 2 Section 1 (2)(1)(3) in conjunction with 8 (2) Covid-19 AuswBekG are available on the Company's website at <http://www.suss.com/hv2020>. The voting results will also be published there after the end of the virtual Shareholders' Meeting.

### **Notes on Data Protection for Shareholders and Shareholder Representatives**

As a "responsible party" within the meaning of Art. 4 (7) of the German General Data Protection Regulation (DS-GVO), SUSS MicroTec SE, in order to prepare for and conduct its virtual Shareholders' Meeting, processes the personal data of shareholders and possible shareholder representatives (particularly the name, address, date of birth, email address, number of shares, stock categories, type of share ownership, share certificate number, and the issue of proxy voting authorization) based on the data protection regulations applicable in Germany. This enables shareholders and shareholder representatives to exercise their rights during the virtual Shareholders' Meeting and to ensure that negotiations and resolutions of the Shareholders' Meeting proceed in accordance with the law and the articles of incorporation. If SUSS MicroTec SE does not receive this data from the shareholders and/or possible shareholder representatives, their custodian bank transmits this personal data to SUSS MicroTec SE.

The processing of the personal data of shareholders and possible shareholder representatives is absolutely necessary for conducting the Shareholders' Meeting. The legal basis for the processing is Art. 6 (1) lit. (c) of GDPR in conjunction with Sections 67, 123, 129, 135 AktG and Art. 52 et seq. of the SE regulation.

SUSS MicroTec SE enlists various service providers and consultants in order to organize the virtual Shareholders' Meeting. They receive only the personal data that is necessary to carry out their respective contracts. The service providers and consultants process this data exclusively in accordance with the instructions of SUSS MicroTec SE. In addition, personal data is provided to shareholders and possible shareholder representatives in accordance with legal provisions.

Personal data is stored as long as this is legally allowed or the Company has a legitimate interest in its storage, for instance in the event of legal or extralegal disputes resulting from the virtual Shareholders' Meeting. Personal data will subsequently be deleted.

Under the statutory requirements, the validity of which must be reviewed on a case-by-case basis, shareholders and possible shareholder representatives have the right to request information regarding the processing of their personal data, the correction or deletion of their personal data or the restriction of its processing, as well as to obtain their personal data in a structured, standard, and machine-readable format (data portability). Under the statutory requirements, the validity of which must be reviewed on a case-by-case basis, shareholders and possible shareholder representatives also have the right to object to the processing of their personal data.

Shareholders and possible shareholder representatives can claim these rights by contacting the following parties at SUSS MicroTec SE:

SUSS MicroTec SE  
Investor Relations  
Schleissheimer Straße 90  
85748 Garching  
Telefax: +49 89 32007-451 or to the following  
Email address: [ir@suss.com](mailto:ir@suss.com)

In addition, shareholders and any shareholder representatives have a right to lodge a complaint with the data protection oversight authority in accordance with Art. 77 GDPR.

The official data protection officer of SUSS MicroTec SE can be reached as follows:

Dr. Sebastian Kraska  
IITR GmbH  
Marienplatz 2  
80331 Munich, Germany  
Phone: +49 89 189 173 60  
Email: [email@iitr.de](mailto:email@iitr.de)



## **Additional Disclosures on Agenda Item 5**

Disclosures regarding the Supervisory Board candidates proposed under agenda item 5:

### **a) Dr. David Robert Dean**

#### **Current Position**

Member in various Supervisory and Advisory Boards, in some cases as their Chairman, as well as an independent management consultant and mentor

#### **Personal Information**

Age: 61 years  
Residence: Feldafing, Germany  
Place of birth: Finedon, UK  
Nationality: British and German

#### **Professional Career**

since 2014: **Independent management consultant and mentor**  
2015–2016: Consultant to Samsung Electronics Europe, London, UK  
since 2014: Senior Advisor to the Boston Consulting Group, Munich, Germany  
since 2014: Mentor for various tech start-ups under the aegis of UnternehmerTUM, the Center for Innovation and Start-ups of the Technical University of Munich

1985–2013: **The Boston Consulting Group**, Munich, Germany, including as Senior Partner (2002–2013) as well as Head of Technology & Telecoms Practice (Global Head 2000–2006)

1983: **State University of New York**, Stony Brook, NY, USA, Visiting Researcher

1982–1985: **Institute for Theoretical Physics University of Giessen**, Germany, Postdoc Research Assistant

#### **Education**

1983: **Oriel College / University of Oxford**, UK, Study of Physics (Master of Arts)

1982: **Oriel & Wolfson Colleges / University of Oxford**, UK, doctorate in Theoretical Nuclear Physics (DPhil)

1976–1979: **Oriel College / University of Oxford**, UK, Physics (Bachelor of Arts)

## Disclosures on Relevant Knowledge, Skills, and Experience

Dr. David Dean is an experienced management consultant and Supervisory Board member. For more than 30 years, Dr. Dean has successfully worked with global technology companies at the management level on their strategic and corporate development. Between 1994 and 2013, Dr. Dean worked as a Partner (from 2002 as a Senior Partner) in the “Technology & Telecoms” practice of the Boston Consulting Group and held global responsibility for this business between 2000 and 2006. His work with leading technology companies included innovation topics, organization, and issues of operational efficiency. Thanks to his study of Physics culminating in a doctorate, Dr. Dean also has a profound understanding of technology. Dr. Dean now contributes his broad experience including as an independent consultant as well as a Supervisory or Advisory Board member. As a member of various Advisory and Supervisory Boards, for example within the Axiata Group, a telecommunications company operating in South and Southeast Asia, or for the Kaiteki Institute of Mitsubishi Chemical Holding, Dr. Dean deals with strategic issues as well as sustainable value creation under challenging economic conditions. Dr. Dean speaks both German and English fluently.

### b) Jan Smits

#### Current Position

Independent management consultant

#### Personal Information

Age: 65 years

Residence: Heeze, Netherlands

Place of birth: Schaesberg, Netherlands

Nationality: Dutch

#### Professional Career

since 2019: **Independent management consultant**

currently for Bambi Medical BV as well as various associated companies

1997–2019: **ASML Holding N.V.**, Netherlands, various management positions, most recently Executive Vice President of the Strategic Sourcing & Procurement (2016–2019) division, Director of ASML Netherlands (2014–2019) as well as a Member of the Executive Committee (2010–2019)

1983–1997: **Philips Electronics**, Netherlands, responsible for the planning and construction of several development and production fabs Most recently as Program Director for Equipment and Infrastructure MOS4 for Philips Semiconductor Inc. (currently NXP Semiconductors NV, Netherlands)

1982–1983: **Konings N.V.**, Netherlands, Technical Manager

1980–1983: **Technical University of Eindhoven**, Netherlands, Contract Researcher

### **Education**

2013: **Wharton Business School**, Philadelphia, PA, USA, Advanced Management Program

1972–1979: **Technical University of Eindhoven**, Netherlands, Mechanical Engineering (Master's Degree)

### **Disclosures on Relevant Knowledge, Skills, and Experience**

Jans Smits has extensive experience in corporate management in the semiconductor industry. During his professional career, Mr. Smits has held various management positions in established technology companies, most recently at ASML Holding in the Netherlands, where he worked for about 22 years. With almost 25,000 employees, ASML is the world's largest provider of lithography systems for the semiconductor industry. Until 2019, Mr. Smits, in addition to leading the Strategic Procurement Division, also held positions here as Director of ASML Netherlands and as a Member of the Executive Committee of ASML Holding, gaining a comprehensive perspective and profound understanding in the area of semiconductor plant construction. Previously, Mr. Smits worked as Manager of the "Deep UV" Lithography division at ASML. As a co-inventor, Mr. Smits is also a holder of the U.S. patent for the "Lithography Projection Method." Along with strategic customer and supplier management, his core competencies include the development and implementation of product strategies, product management, the market launch of new systems, pre- and post-merger management, as well as the integration of strategic acquisitions. Given his study of mechanical engineering and professional career, Mr. Smits combines technological understanding, profound analytical skills, and operational management experience. As an independent consultant, Mr. Smits now contributes his experience to various companies. Mr. Smits speaks Dutch, German, and English fluently.

Garching, Germany, April 2020

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