

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

**Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency, and Criminal Procedure Law of March 27, 2020, (last amended by Art. 11 of the Act to Further Shorten the Residual Debt Relief Procedure and to Adjust Pandemic-Related Provisions in Company, Cooperative, Association, and Foundation Law and in Tenancy and Lease Law of December 22, 2020), hereinafter “COVID-19 Act”**

*Article 2*

*Law on Measures in Corporate, Cooperative, Association, Foundation, and Residential Property Law to Combat the Effects of the COVID-19 Pandemic (in part)*

**Section 1**

**Stock Corporations; Partnerships Limited by Shares; European Companies (SE); Mutual Insurance Companies (Excerpt)**

- (1) The decisions on the participation of shareholders in the Shareholders' Meeting by way of electronic communication pursuant to Section 118 (1)(2) of the German Stock Corporation Act (electronic participation), the casting of votes by way of electronic communication pursuant to Section 118 (2) of the German Stock Corporation Act (voting in absentia), the participation of Members of the Supervisory Board by way of video and audio transmission pursuant to Section 118 (3)(2) of the German Stock Corporation Act, and the authorization of video and audio transmission pursuant to Section 118 (4) of the German Stock Corporation Act may be made by the Management Board of the Company even without authorization by the articles of incorporation or by the Company bylaws.
- (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. the entire meeting is transmitted by audio and video,
  2. shareholders' voting rights can be exercised via electronic communication (voting in absentia or electronic participation) and proxies can be authorized,
  3. the shareholders are granted the right to submit questions via electronic communication,
  4. Shareholders who have exercised their voting rights in accordance with number 2 are given the opportunity to object to a resolution of the Shareholders' Meeting in

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deviation from Section 245 (1) of the German Stock Corporation Act, waiving the requirement to appear at the Shareholders' Meeting.

The Management Board decides how to answer questions according to its dutiful free discretion; it can also stipulate that questions be submitted via electronic communication one day before the meeting at the latest. Shareholder motions and nominations which are to be made available pursuant to Section 126 or Section 127 of the German Stock Corporation Act shall be deemed to have been made at the meeting if the shareholder making the motion or submitting the nomination is duly authorized and has registered for the Shareholders' Meeting.

- (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.
- (4) In deviation from Section 59 (1) of the German Stock Corporation Act, the Management Board may decide, even without authorization by the articles of incorporation, to pay an advance payment on the unappropriated profit to the shareholders in accordance with Section 59 (2) of the German Stock Corporation Act. Sentence 1 shall apply mutatis mutandis to an advance payment on the compensation payment (Section 304 of the German Stock Corporation Act) to outside shareholders under an intercompany agreement.
- (5) The Management Board may decide that, in deviation from Section 175 (1)(2) of the German Stock Corporation Act, the Shareholders' Meeting shall be held within the fiscal year.

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- (6) The decisions of the Management Board pursuant to paragraphs 1 to 5 shall require the approval of the Supervisory Board. In deviation from Section 108 (4) of the German Stock Corporation Act, the Supervisory Board may pass the resolution on approval in writing, by telephone, or in a comparable manner without the Members being physically present, irrespective of the provisions in the articles of incorporation or the Company bylaws.
  - (7) Irrespective of the provision of Section 243 (3)(1) of the German Stock Corporation Act, a challenge to a resolution of the Shareholders' Meeting may also not be based on violations of Section 118 (1)(3) to (5), (2)(2) or (4) of the German Stock Corporation Act, a violation of the formal requirements for notifications pursuant to Section 125 of the German Stock Corporation Act, or on a violation of (2), unless intent on the part of the Company can be proven.

## **Section 7**

### **Application Regulations**

- (1) Section 1 shall apply to Shareholders' Meetings and advance payments on the unappropriated profit to be carried out in 2020 and 2021.
- (2) Section 2 shall apply to Shareholders' Meetings and resolutions to be carried out in 2020 and 2021.
- (3) Section 3 (1) and (2) shall apply to general meetings and representative meetings held in 2020 and 2021, Section 3 (3) shall apply to annual financial statements adopted in 2020 and 2021, Section 3 (4) shall apply to advance payments made in 2020 and 2021, Section 3 (5) shall apply to appointments of Members of the Management Board or Supervisory Board ending in 2020 and 2021, and Section 3 (6) shall apply to meetings of the Management Board or Supervisory Board of a cooperative or joint meetings thereof held in 2020 and 2021.
- (4) Section 4 shall apply only to registrations made in 2020.
- (5) Section 5 applies only to appointments of association or foundation directors ending in 2020 and 2021 and to meetings of members of associations held in 2020 and 2021.

### **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) of the COVID-19 Act**

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

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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 30 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 16, 2021, at midnight (CEST). We ask that such requests be sent to

SUSS MicroTec SE  
Management Board  
Schleissheimer Straße 90  
85748 Garching, Germany

or email (with qualified electronic signature): [ir@suss.com](mailto:ir@suss.com)

The provisions of the German Stock Corporation Act (AktG) on which these shareholder rights are based read as follows:

*Section 122 AktG Convocation at the Request of a Minority*

- (1) The Shareholders' Meeting is to be convened wherever stockholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the equity 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 articles of incorporation may tie the right to demand that the Shareholders' Meeting be convened to a different form and to possession of a lesser portion of the equity 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 equity 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 new item must be accompanied by supporting information or a formal resolution proposal. The demand in the sense of the first sentence must be received by the Company at the latest twenty-four (24) days (thirty (30) in the case of listed companies) prior to the general meeting; the date of its receipt shall not be included in calculating the period.

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- (3) Where the demand is not complied with, the court may grant authority to the stockholders who have raised the demand to convene the Shareholders' 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 authorization by the court. A complaint may permissibly be lodged against the decision taken. The claimants must prove that they will hold the shares until the court has reached a decision.
- (4) The Company shall bear the costs of the Shareholders' 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)*

- (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 General Information (excerpt)*

- (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 Shareholders' Meeting may be convened by registered letter unless stipulated otherwise in the articles of incorporation; 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 (4)(2), 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.
- (7) In the case of deadlines and dates calculated back from the meeting, the day of the meeting shall not be included. A transfer from a Sunday, a Saturday, or a public holiday to a preceding or following working day is not possible. Sections 187 to 193 of the German Civil Code shall not apply mutatis mutandis. In the case of unlisted companies, the articles of incorporation may stipulate a different calculation period.

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*Section 70 AktG*

If the exercise of rights arising from the share is dependent on the shareholder having been the holder of the share for a certain period of time, a claim for transfer of ownership against a credit institution, financial services institution, or an enterprise operating in accordance with Section 53 (1)(1) or Section 53b (1)(1) or (7) of the German Banking Act shall be equivalent to ownership. The period of ownership of a predecessor in title shall be attributed to the shareholder if they acquired the share free of charge, from their trustee, as a universal successor, in the event of the dissolution of a community, or in the event of a portfolio transfer pursuant to Section 13 of the German Insurance Supervision Act or Section 14 of the German Building Loan Association Act.

**Counter-Motions and Nominations by Shareholders in Accordance with Sections 126 (1), 127 AktG in Conjunction with Art. 2 Section 1 (2)(3), (8)(2) of the COVID-19 Act**

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 June 01, 2021, 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 June 01, 2021, at midnight (CEST).

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

SUSS MicroTec SE

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Investor Relations  
Schleissheimer Straße 90  
85748 Garching, Germany  
Fax: +49 89 4444 33420

or 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) 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/hv2021>.

No counter-motions and nominations can be made during the virtual Shareholders' Meeting.

Counter-motions and nominations that are required to be made available in accordance with Section 126 or Section 127 of the German Stock Corporation Law (AktG) prior to the virtual Shareholders' Meeting, are considered 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 COVID-19 Act and 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 1 COVID-19 Act (...) (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. [...],

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Shareholder motions and nominations which are to be made available pursuant to Section 126 or Section 127 of the German Stock Corporation Act shall be deemed to have been made at the meeting if the shareholder making the motion

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or submitting the nomination is duly authorized and has registered for the Shareholders' Meeting.

*Section 126 AktG 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:
  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 Shareholders' Meeting adopting a resolution that is in violation of the law or of the articles of incorporation;
  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 Shareholders' 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) Shareholders' Meetings of the company, and if less than one twentieth of the equity capital represented voted for this counter-motion at the Shareholders' Meeting;
  6. If the shareholder indicates that he will not attend the Shareholders' Meeting and will not have a proxy represent him;
  7. If, in the past two (2) years at two (2) Shareholders' Meetings, the shareholder has failed to propose or to have proposed a counter-motion regarding which he has informed the Company.

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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 (1) to (3) AktG Shareholder Nominations*

Section 126 shall apply mutatis mutandis to nominations by shareholders 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)(4) and Section 125 (1)(5).

*Section 124 AktG Announcement of Requests for Additions; Proposals for Resolutions (excerpt)*

- (3) ... The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised, and places of residence. ...

**Shareholders' Right to Ask Questions in Accordance with Art. 2 Section 1 (2)(1)(3), (2) and (8)(2) of the COVID-19 Act:**

Registered shareholders have the right to submit questions via electronic communication in advance of the virtual Shareholders' Meeting on June 16, 2021. The Management Board shall use its due discretion in deciding how to answer questions.

Questions are to be submitted by June 14, 2021, 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/hv2021>.

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

The provisions of COVID-19 Act and the German Stock Corporation Act on which these shareholder rights are based read as follows:

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*Section 1 COVID-19 Act (...) (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 the right to submit questions via electronic communication.
  4. [...].

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

*Section 131 AktG Shareholders' Right to Information*

- (1) Every shareholder may request information at the Shareholders' Meeting from the Management Board regarding the Company's affairs provided that such information is necessary for a reasonable assessment of the items on the agenda. The duty to provide information also extends to the Company's legal and business relationships with an affiliated company. If a company makes use of the simplifications pursuant to Section 266 (1)(3), Section 276 or Section 288 of the German Commercial Code, every shareholder may demand that the annual financial statements be presented to them at the Shareholders' Meeting on the annual financial statements in the form that would have been used if these simplifications had not been made. The duty of the Management Board of a parent company (Section 290 (1), (2) of the German Commercial Code) to provide information at the Shareholders' Meeting to which the consolidated financial statements and the Group management report are submitted also extends to the situation of the Group and the companies included in the consolidated financial statements.
- (2) This information shall comply with the principles of conscientious and faithful accounting. The articles of incorporation or the Company bylaws pursuant to Section 129 may authorize the chair of the meeting to impose reasonable time limits on the shareholders' right to ask questions and to speak, and may specify further details.
- (3) The Management Board may refuse to provide information

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1. insofar as the provision of the information is likely, according to reasonable business judgment, to cause the Company or an affiliated company a not inconsiderable disadvantage;
  2. insofar as it relates to tax valuations or the amount of individual taxes;
  3. on the difference between the value at which items have been recognized in the annual balance sheet and a higher value of such items, unless the Shareholders' Meeting adopts the annual financial statements;
  4. on the accounting and valuation methods, insofar as the disclosure of these methods in the notes is sufficient to provide a true and fair view of the net assets, financial position, and results of operations of the Company within the meaning of Section 264 (2) of the German Commercial Code; this shall not apply if the Shareholders' Meeting adopts the annual financial statements;
  5. insofar as the Management Board would render itself liable to prosecution by providing the information;
  6. insofar as, in the case of a credit institution or a financial services institution, disclosures need not be made in the annual financial statements, management report, consolidated financial statements, or Group management report regarding the accounting and valuation methods applied and offsetting made;
  7. Insofar as the information is continuously accessible on the Company's website for at least seven days prior to the beginning of and during the Shareholders' Meeting.

Information may not be withheld for other reasons.

- (4) If a shareholder has been provided with information outside the Shareholders' Meeting due to their status as a shareholder, such information shall be provided to any other shareholder upon request at the Shareholders' Meeting, even if it is not necessary for a reasonable assessment of the items on the agenda. The Management Board may not refuse to provide information pursuant to (3)(1)(1) to (4). (1) and (2) shall not apply if a subsidiary (Section 290 (1), (2) of the German Commercial Code), a joint venture (Section 310 (1) of the German Commercial Code), or an associated company (Section 311 (1) of the German Commercial Code) provides the information to a parent company (Section 290 (1), (2) of the German Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.

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- (5) If a shareholder is refused information, they may request that their question and the reason for which the information was refused be recorded in the minutes of the meeting.

Garching, Germany, May 2021

SUSS MicroTec SE

The Management Board

Non-binding English Translation