

SUSE S.A.
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**RULES OF PROCEDURE OF THE AUDIT COMMITTEE OF THE SUPERVISORY BOARD
OF SUSE S.A.**

SECTION 1 GENERAL PROVISIONS

- 1.1 The supervisory board (the “**Supervisory Board**”) of SUSE S.A. (the “**Company**”, and the Company together with its direct and indirect subsidiaries the “**Group**”, and any member of the Group a “**Group Company**”) in accordance with article 26.3 of the articles of association of the Company (the “**Articles**”) has created an audit committee (the “**Audit Committee**”).
- 1.2 The Supervisory Board has approved the following rules of procedure of the Audit Committee (the “**Rules of Procedure**”) in resolutions of the Supervisory Board taken on 4 May 2021.
- 1.3 The Rules of Procedures shall complete and supplement the rules, which are already reflected in the Articles.
- 1.4 The Rules of Procedure shall be formulated in accordance with the law and notably the law of 23 July 2016 on the audit profession as amended (the “**Audit Law**”) and subject to any applicable stock exchange rules or regulations.
- 1.5 The Rules of Procedure define the organization, the decision’s making process and the working methods of the Audit Committee and apply directly to the members of the Audit Committee (the “**Members**” or each a “**Member**”).
- 1.6 In case of any discrepancies between the provisions of these Rules of Procedures and the provisions of the Articles, the provisions of the Articles shall prevail. In case of any discrepancies between the provisions of these Rules of Procedures and the rules of procedure of the Supervisory Board, the rules of the Supervisory Board shall prevail subject to any applicable rules or regulation.

SECTION 2 APPOINTMENT AND COMPOSITION

- 2.1 Appointment and Composition
 - 2.1.1 The Supervisory Board shall appoint and revoke the Members. The general meeting of shareholders can also appoint the Members.
 - 2.1.2 A Member may resign from office at any time with a one-month prior written notice to the Supervisory Board.
 - 2.1.3 The term of office of any Member who is also member of the Supervisory Board shall be identical to the term of office as member of the Supervisory Board. If any Member ceases to be a member of the Supervisory Board during his/her term, his/her mandate as Member shall automatically cease.
 - 2.1.4 The Audit Committee shall consist of at least three (3) Members and shall be composed of non-executive members from the Supervisory Board and/or persons designated by the general meeting of shareholders of the Company.
 - 2.1.5 The majority of the Members shall be independent from the Company. However, where all Members are members of the Supervisory Board, the Audit Committee shall be exempted from such independence condition.

2.1.6 The Members shall collectively have the knowledge, skills and professional experiences in the sector of activity of the Company. At least one (1) Member shall have expertise in the fields of accounting and/or auditing.

2.2 The Chairman and Vice Chairman

2.2.1 The Audit Committee shall elect amongst its Members a chairman of the Audit Committee (the “**Chairman**”). The chairman of the Supervisory Board cannot be appointed as Chairman. The Chairman shall (i) be independent from the Company, the Management Board and the controlling shareholders and (ii) have specific knowledge and experience in applying accounting principles and internal control procedures, and be familiar with audits.

2.2.2 The Audit Committee may also choose from amongst its Members a vice-chairman.

2.2.3 The Chairman and in his/her absence the vice-chairman shall chair all the meetings of the Audit Committee. In their absence, the Audit Committee may appoint another Member as chairman *pro tempore* by vote of the majority of Members present at any such meeting.

2.2.4 In case of a parity of votes, the Chairman, or in his/her absence the vice-chairman or the Chairman *pro tempore*, as the case may be, shall have a casting vote.

2.2.5 The Chairman shall be in charge of the convening, organization and proper conduct of the meetings of the Audit Committee. The Chairman shall arrange that the minutes of the Audit Committee shall be drawn-up.

2.2.6 The Chairman shall supervise the review and the work of the Audit Committee. The Chairman shall represent the Audit Committee and shall sign all the relevant documents of the Audit Committee.

2.2.7 The Chairman shall perform any duties such as required by the Audit Committee.

2.2.8 The Chairman shall, also between the meetings, stay in touch with the chairman of the Supervisory Board, the members of the management board of the Company (the “**Management Board**”), the chief executive officer, the chief financial officer, the approved statutory auditor(s) (*réviseur(s) d'entreprises agréé(s)*) and the chief internal auditor as applicable.

SECTION 3 MEETINGS OF THE AUDIT COMMITTEE

3.1 The meetings shall be convened by the Chairman or any Member. Written notice of any meeting of the Audit Committee shall be given to all Members with at least five (5) days' notice in advance, except in the case of an emergency, in which case the nature and circumstances of such shall be set out in the notice. No notice is required if all Members are present or represented and each of them states that they have full knowledge of the agenda for the meeting. A Member may also waive notice of a meeting, either before or after the meeting. Separate written notices are not required

for meetings which are held at times and places indicated in a schedule previously adopted by the Audit Committee.

- 3.2 The Audit Committee may fix the time or times and the place or places of the meetings of the Audit Committee. The meetings shall take place at least three (3) times per year and whenever required at the place indicated in the convening notice.
- 3.3 Written notification of a meeting of the Audit Committee shall state the date, time, venue and agenda of the meeting, and the same shall be sent to each Member. For the purposes of convening a meeting, electronic email, facsimile shall constitute a valid form of written notice.
- 3.4 The Audit Committee meeting shall not require to be convened formally as long as all the Members consent to the holding of the meeting and accept the proposed agenda of the meeting.
- 3.5 A Member may grant to another Member a power of attorney in order to be represented at any meeting of the Audit Committee. A Member may represent one or more but not all of the Members.
- 3.6 Any Member may participate in any meeting of the Audit Committee by telephone or video conference, or by any other means of communication which allows all those taking part in the meeting to identify, hear and speak to each other. Participation by such means is deemed equivalent to participation in person at a duly convened and held meeting.
- 3.7 Directors, supervisors, president, chief financial officer and other members of senior management and managers from the relevant department and unit of the Group may be invited to attend the meeting convened by the Audit Committee according to the topics to be discussed in the meeting.
- 3.8 The Chairman of the Audit Committee shall:
 - 3.8.1 prepare the agenda for each meeting;
 - 3.8.2 preside over the meetings of the Audit Committee;
 - 3.8.3 manage the operations of the Audit Committee;
 - 3.8.4 present initiatives and motions at the meeting of the Audit Committee;
 - 3.8.5 take actions resulting from the Rules of Procedure;
 - 3.8.6 carry out such administrative and other duties as directed from time to time by the Audit Committee.
- 3.9 The Audit Committee may only validly deliberate and act if a majority of its Members is present or represented. If the foregoing quorum is not present in the meeting, a second meeting may be convened at which there shall be no quorum requirement.

SECTION 4 MAJORITY REQUIREMENTS

- 4.1 Resolutions of the Audit Committee shall be validly adopted by a majority of the votes of the Members present or represented. If a Member abstains from voting or does not participate to a vote in respect of a proposed resolution, this abstention or non-participation is not taken into account.
- 4.2 Each Member shall have one vote. For the avoidance of doubt, the Chairman and his/her absence the vice-chairman or in their absence the chairman *pro tempore* shall have a casting vote.
- 4.3 Resolutions may not be passed on items, which are not included on the agenda of a meeting of the Audit Committee, unless all Members are in attendance and no objection is voiced against the adoption of such a resolution.
- 4.4 Voting shall be conducted on a show of hands, with the exceptions provided for in the Articles or the law of 10 August 1915 on commercial companies as amended.
- 4.5 The Chairman may order a secret ballot, on his/her own initiative or at the request of another Member.
- 4.6 The Chairman is responsible for announcing the voting results.
- 4.7 Members may participate in the adoption of resolutions through the intermediation of another Member by recording their vote in writing.
- 4.8 The Audit Committee may pass resolutions by circular means when expressing its approval in writing, by facsimile, electronic mail or any other similar means of communication, provided that each of the Members participates in such resolution by circular means. The Members may express their consent separately on one or several documents. The date of such resolutions shall be the date of the last signature and they are deemed to be taken at the location of the registered office of the Company.
- 4.9 Draft resolutions shall be sent by the Chairman, the vice-chairman or the secretary or by the person authorized by the Chairman on his/her behalf to all Members.
- 4.10 Voting in writing or using the means of direct remote communications shall be deemed completed when all the Members have cast their votes. The Chairman or the secretary shall record the results of the written voting.

SECTION 5 CONFLICTS OF INTEREST

- 5.1 Any Member who, directly or indirectly, has an interest of a patrimonial nature in a decision to be carried out by the Audit Committee which conflicts with the interests of the Company must advise the Audit Committee accordingly and have the statement recorded in the minutes of the meeting.
- 5.2 The Member concerned may not take part in the deliberations concerning that transaction and must refrain from voting on a resolution on the issue, which may give rise to conflict of interest in its case. A special report on the relevant transaction shall be submitted to the Supervisory Board at the next meeting before any vote on any other resolution.

SECTION 6 ROLE AND DUTIES OF THE AUDIT COMMITTEE

- 6.1 The role and duties of the Audit Committee shall include but is not limited to the following tasks:
- 6.1.1 inform the Supervisory Board of the outcome of the statutory audit and explain how the statutory audit contributed to the integrity of financial reporting and what the role of the Audit Committee was in that process;
 - 6.1.2 review the accounting, particularly comprising of the consolidated financial statements and the group management report (including CSR reporting, “**Accounting**”), interim financial information and single entity financial statements;
 - 6.1.3 monitor the statutory audit of the annual and consolidated financial statements of the Company taking into account the findings and conclusion of the audit review carried out by the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”);
 - 6.1.4 review and monitor the independence of the approved statutory auditor(s), in particular the appropriateness of the provision of non-audit services to the audited entity as applicable;
 - 6.1.5 be responsible for the procedure for the selection of the approved statutory auditor(s) and recommend the approved statutory auditor(s);
 - 6.1.6 review the prime risk assessment and the risk management and control framework and processes;
 - 6.1.7 support, monitor and assess the Accounting process, the development and effectiveness of the internal control and financial reporting system, the internal audit system, as well as the risk management system and compliance;
 - 6.1.8 make recommendations regarding the selection appointment and dismissal of the internal auditor;
 - 6.1.9 review the findings of any post-acquisition audits;
 - 6.1.10 review the system with complaints in Accounting and auditing raised by third parties and employees of the Company and review updates on such complaints; and
 - 6.1.11 assess the additional report issued by the approved statutory auditor(s).
- 6.2 The Audit Committee shall conduct an evaluation of the quality of the audit on a regular basis.

SECTION 7 REPORT TO THE SUPERVISORY BOARD

- 7.1 After each meeting of the Audit Committee, the Chairman shall make a report to the Supervisory Board identifying the issues where he/she considers that action or improvement is called for, and making recommendations on the measures to be taken.

- 7.2 Should any material events and findings occur to the Audit Committee, the Chairman shall inform the Supervisory Board.

SECTION 8 INSPECTION AND AUDIT RIGHTS

- 8.1 The Audit Committee is authorized to request from the approved statutory auditor(s), the internal auditor and from the Supervisory Board, the Management Board and the delegate to the daily management within in the meaning of article 20.1 of the Articles (the “**Daily Manager**”), if any, all information necessary to fulfil the tasks it has been assigned with.
- 8.2 The Audit Committee may inspect all business documents of the Company or the Group or request them to be submitted by the Supervisory Board, the Management Board and the Daily Manager, if any, as well as inspect and examine the Company or any subsidiary’s books and assets.
- 8.3 In individual situations, the Audit Committee shall entrust a Member in this respect and request the support of experts.

SECTION 9 EFFICIENCY REVIEW

- 9.1 The Audit Committee reviews the efficiency of its activities in the form of self-assessment on a regular basis. Topics of the efficiency review shall center in particular on the procedures within the Audit Committee, the quality of the discussion and the content of alignment of the Audit Committee’s work as well as the information sharing of the Audit Committee with the Supervisory Board and the cooperation with the Management Board, the Daily Manager, if any, the approved statutory auditor(s), the internal auditor.
- 9.2 The Audit Committee shall make recommendations to the Supervisory Board regarding the necessary adjustments to its internal rules.

SECTION 10 INFORMATION

- 10.1 The Audit Committee shall arrange with the internal auditor and the approved statutory auditor(s) that it will receive, without undue delay, all findings and information regarding any issues of importance for its tasks which come to their knowledge during the performance of the audit.
- 10.2 The Audit Committee shall arrange for the approved statutory auditor(s), the internal auditor, the Supervisory Board, the Management Board and the Daily Manager, if any, to regularly and in due time inform the Audit Committee of all issues belonging to its area of responsibility.
- 10.3 The Audit Committee shall arrange for the approved statutory auditor(s) and the internal auditor to inform it and note in the audit report, if, during the performance of the audit, the approved statutory auditor(s) or the internal auditor identify any fact that indicate an inaccuracy in the statement issued annually by the Management Board and the Supervisory Board on the website of the Company confirming that the Company has established an audit committee in conformity with the requirements as set forth in

the provisions C.10, D.3, D.9, D.10 and D.11 of the German Corporate Governance Code.

SECTION 11 FINAL PROVISIONS

- 11.1 These Rules of Procedure shall come into force upon the date of their approval by the Supervisory Board.
- 11.2 The costs of the operation of the Audit Committee shall be borne by the Company.
- 11.3 Any matters not regulated hereunder shall be governed by the applicable provisions of the law.