

SUSE S.A.
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**RULES OF PROCEDURE OF THE NOMINATION AND REMUNERATION 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 26.2 of the articles of association of the Company (the “**Articles**”) has created a nomination and remuneration committee (the “**Nomination and Remuneration Committee**”).
- 1.2 The Supervisory Board has approved the following rules of procedure of the Nomination and Remuneration 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 define the organization, the decision’s making process and the working methods of the Nomination and Remuneration Committee and apply directly to the members of the Nomination and Remuneration Committee (the “**Members**” or each a “**Member**”).
- 1.5 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 of the Nomination and Remuneration Committee.
 - 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 Nomination and Remuneration Committee shall consist of at least three (3) non-executive Members and shall be composed of non-executive members and an appropriate number of independent members from the Supervisory Board.
- 2.2 The Chairman and Vice Chairman
 - 2.2.1 The Nomination and Remuneration Committee shall elect amongst its Members a chairman of the Nomination and Remuneration Committee (the “**Chairman**”) who shall be independent from the Company and the Management Board.

- 2.2.2 The Nomination and Remuneration 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 Nomination and Remuneration Committee. In their absence, the Nomination and Remuneration 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 Nomination and Remuneration Committee. The Chairman shall arrange that the minutes of the Nomination and Remuneration Committee shall be drawn-up.
- 2.2.6 The Chairman shall supervise the review and the work of the Nomination and Remuneration Committee. The Chairman shall represent the Nomination and Remuneration Committee and shall sign all the relevant documents of the Nomination and Remuneration Committee.
- 2.2.7 The Chairman shall perform any duties such as required by the Nomination and Remuneration Committee.

SECTION 3 MEETINGS OF THE NOMINATION AND REMUNERATION COMMITTEE

- 3.1 The meetings shall be convened by the Chairman or any Member. Written notice of any meeting of the Nomination and Remuneration 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 emergency 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 Nomination and Remuneration Committee.
- 3.2 The Nomination and Remuneration Committee may fix the time or times and the place or places of the meetings of the Nomination and Remuneration Committee. The meetings shall take place at least one (1) time per year and whenever required at the place indicated in the convening notice.
- 3.3 Written notification of a meeting of the Nomination and Remuneration 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 mail or facsimile shall constitute a valid form of written notice.

- 3.4 The Nomination and Remuneration Committee meeting shall not be required 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 Nomination and Remuneration 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 Nomination and Remuneration 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 Members of the management board of the Company (the “**Management Board**”), directors, officers 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 Nomination and Remuneration Committee according to the topics to be discussed in the meeting.
- 3.8 The Chairman of the Nomination and Remuneration Committee shall:
- 3.8.1 prepare the agenda for each meeting;
 - 3.8.2 preside over the meetings of the Nomination and Remuneration Committee;
 - 3.8.3 manage the operations of the Nomination and Remuneration Committee;
 - 3.8.4 present initiatives and motions at the meeting of the Nomination and Remuneration Committee;
 - 3.8.5 take actions resulting from the Rules of Procedure; and
 - 3.8.6 carry out such administrative and other duties as directed from time to time by the Nomination and Remuneration Committee.
- 3.9 The Nomination and Remuneration 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 Nomination and Remuneration 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 in 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 Nomination and Remuneration 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.
- 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 Nomination and Remuneration 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 Nomination and Remuneration Committee which conflicts with the interests of the Company must advise the Nomination and Remuneration 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 NOMINATION AND REMUNERATION COMMITTEE

- 6.1 The role and duties of the Nomination and Remuneration Committee shall include, but is not limited to, the following tasks:
 - 6.1.1 identification and recommendation to the Supervisory Board of candidates suitable for the office of member of the Supervisory Board, with a view to proposing their candidacy to the general meeting of shareholders;

- 6.1.2 specification of the experience and the qualifications necessary for the duties to be carried out within the Supervisory Board and calculation of the time to be devoted to such duties; In the determination of the potential candidates, the Nomination and Remuneration Committee shall assess the skills, based on the experience, integrity and the capacity of understanding of the stakes and of the risks, both personal and collective, of the members of the Supervisory Board. It shall ensure, furthermore, that the candidates are able to act objectively, critically and independently, notably with respect to other offices they hold, that they have the courage necessary to express their thoughts and their judgements, sufficient availability to have a strong commitment in their duties and the objectivity indispensable for their office and, lastly, the desire to protect the interests the Company and ensure its proper running;
- 6.1.3 evaluation of the independence of the independent (non-executive) members of the Supervisory Board;
- 6.1.4 extensively search for eligible candidates for the positions of members of the Management Board;
- 6.1.5 review the structure, number of members and composition (including, but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Supervisory Board and the Management Board;
- 6.1.6 assist the Supervisory Board in its review and support of the design of the diversity policy;
- 6.1.7 ensure that proper information disclosure on board composition (including gender, ethnicity, age and length of service) according to laws and regulations and listing is made;
- 6.1.8 assist the Supervisory Board in its review and support of the design of an evaluation method for the members of the Supervisory Board, the Management Board and the executive leadership team and its review of the performance of duties of the members of the Supervisory Board and the Management Board;
- 6.1.9 provide advice to the Supervisory Board on the general remuneration policy and structure of the members of the Supervisory Board, the Management Board and the executive leadership team, and work out and propose to the Supervisory Board a formal and transparent procedure based on the scope, duties and importance of the same in order to establish a remuneration plan or proposal for remuneration policy of the Group;
- 6.1.10 make proposals to the Supervisory Board for the remuneration of the respective members of the Supervisory Board, the Management Board and the executive leadership team, including non-monetary benefits, pension rights, stock-option plan and compensation amounts (including the compensation for the loss or termination of office or appointment), taking into account the remuneration standards of the Company's industry counterparts, time to spend, duties and the employment conditions for other posts within the Group;

- 6.1.11 make proposals to the Supervisory Board for the Group-wide variable remuneration scheme for any Group's directors, managers and/or employees (including executive leadership team members), strategic partners or other parties, including persons in accordance with article 7.7 of the Articles;
 - 6.1.12 review and approve the compensation payable to the members of the Supervisory Board, the Management Board and the executive leadership team for loss or termination of office or appointment, and ensure that such compensation conforms to the relevant contract terms. In the event such compensation does not conform to the relevant contract terms, the compensation shall be fair and reasonable and not excessive;
 - 6.1.13 ensure that any members of the Supervisory Board and Management Board, directors, officers and senior management members and the independent directors do not participate in the determination of their own remuneration.
- 6.2 Within the framework of the duties and roles described above, the Nomination and Remuneration Committee assists the Supervisory Board on determination of the principles of the remuneration policies (notably any long-term incentive plan) in accordance with the regulations in force.

SECTION 7 REPORT TO THE SUPERVISORY BOARD

- 7.1 After each meeting of the Nomination and Remuneration 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 Nomination and Remuneration Committee, the Chairman shall inform the Supervisory Board.

SECTION 8 EFFICIENCY REVIEW

- 8.1 The Nomination and Remuneration 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 Nomination and Remuneration Committee, the quality of the discussion and the content of alignment of the Nomination and Remuneration Committee's work as well as the information sharing of the Nomination and Remuneration Committee with the Supervisory Board.
- 8.2 The Nomination and Remuneration Committee shall make recommendation to the Supervisory Board regarding the necessary adjustments to its internal rules.

SECTION 9 FINAL PROVISIONS

- 9.1 These Rules of Procedure shall come into force upon the date of their approval by the Supervisory Board.
- 9.2 The costs of the operation of the Nomination and Remuneration Committee shall be borne by the Company.
- 9.3 Any matters not regulated hereunder shall be governed by the applicable provisions of the law.