

Proxy Form

ANNUAL GENERAL MEETING OF SUSE S.A. (the “Annual General Meeting”)

To be held on Thursday 24 March 2022
at 13:30 CET by video conference

Please return this form **no later than on 22 March 2022 at 18:00 CET**

- By mail to: SUSE S.A.
c/o Banque Internationale à Luxembourg S.A.
Attn: Agency Services Team
69, route d’Esch
L-2953 Luxembourg (Grand Duchy of Luxembourg)
- OR by email to: AS_AGM@BIL.COM
- OR in any other form and in particular electronically

Shareholder’s identification

Name / Corporate name:

Address / Registered office:

Number of identification
of register of commerce
(for companies):

E-mail address:

Given the exceptional circumstances surrounding the COVID-19 pandemic, and in accordance with the Luxembourg law of 23 September 2020 relating to measures on the holding of meetings in companies and other legal entities, as amended from time to time, **the Company will not hold a physical meeting.**

The Annual General Meeting will be held by video conference accessible to all shareholders of the Company registered as such on the Record Date (i.e. 10 March 2022). Shareholders will not be able to express their vote or ask questions during the video conference.

Therefore, shareholders may exercise their voting rights either by using this proxy form or by using a voting form (available on the Company's website or upon request to the Centralizing Agent) **to be returned by 18:00 CET on 22 March 2022.**

The undersigned being the holder of* share(s) in dematerialized form (ISIN code: LU2333210958) of **SUSE S.A.**, a public limited liability company (*société anonyme*), incorporated under the laws of Luxembourg, having its registered office at 11-13, Boulevard de la Foire, L-1528 Luxembourg, registered with the Luxembourg register of commerce and companies under number B 225816 (the "**Company**").

- * If it is left blank, it is deemed that the undersigned wishes to cast all of her/his votes which is equal to all the shares s/he holds on the Record Date (i.e. 10 March 2022) at midnight (24:00) Luxembourg time, as indicated in the certificate (the "**Certificate**") evidencing the shareholding on the Record Date. If it is indicated a number of votes to cast and that number exceeds the number of shares indicated in the shareholder's Certificate, it is deemed that the undersigned wants to cast that number of votes which is equal to the number of shares indicated on the aforementioned Certificate.

Please tick the appropriate(s) box(es):

1. Hereby irrevocably gives power to Mrs Anna Olejarz, Banque Internationale à Luxembourg S.A., 69, route d'Esch, L-2953 Luxembourg (the "Centralizing Agent"), with full power of substitution, to vote in my name and on my behalf in the manner subsequently described in section 3 below*.

* Please tick with a cross the appropriate boxes in section 3 indicating how you wish to vote on each of the relevant items of the agenda of the Annual General Meeting. The omission to tick any box with respect to any resolution shall allow the Centralizing Agent to vote at its full discretion on the proposed resolutions.

OR

2. Hereby irrevocably gives power to:

First name:

Family name:

Date of birth:

Place of birth:

Address:*

to vote in my name and on my behalf and as s/he deems fit on all resolutions on the entire agenda in addition to all amendments or new resolutions that would be validly presented to the Annual General Meeting.

* If you do not wish to grant proxy to the Centralizing Agent, please note that the proxyholder will need to provide a voting form in your name and on your behalf in accordance with the instructions set out in the convening notice or the voting form available on the Company's website.

3. Individual instructions for the proxy to the Centralizing Agent pursuant to section 1 above:

Please mark your decision by a cross in the corresponding box reserved to that effect below.

Agenda Item n°	Proposed resolutions	VOTE FOR	VOTE AGAINST	ABSTENTION
1	No resolution required			
2	The Annual General Meeting, after having reviewed the management report of the Management Board, the report of the approved statutory auditor and the observations of the Supervisory Board, approves the stand-alone annual accounts for the financial year ended on 31 October 2021, in their entirety.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	The Annual General Meeting, after having reviewed the management report of the Management Board, the report of the approved statutory auditor and the observations of the Supervisory Board, approves the consolidated financial statements for the financial year ended on 31 October 2021, in their entirety.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	The Annual General Meeting acknowledges a loss of USD 20,147,927 with respect of the financial year ended on 31 October 2021 and resolves to carry it forward to the next financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	The Annual General Meeting decides to grant discharge to the members of the Management Board and the members of the Supervisory Board for the performance of their mandates for the financial year ended on 31 October 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	The Annual General Meeting decides by an advisory vote to approve the Remuneration Policy of the Company for a period of four (4) years in compliance with the Shareholders' Rights Law.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	The Annual General Meeting decides by an advisory vote to approve the Remuneration Report of the Company for the financial year ended on 31 October 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	The Annual General Meeting approves the following Supervisory Board members' remuneration: <ul style="list-style-type: none"> - an annual fee of EUR 70,000 for each of the members of the Supervisory Board; - an additional annual fee of EUR 105,000 for the Chair of the Supervisory Board; - an additional annual fee of EUR 55,000 for the Deputy Chair of the Supervisory Board; - an additional annual fee of EUR 25,000 for the Chair of the Audit Committee; - an additional annual fee of EUR 25,000 for the Chair of the Nomination and Remuneration Committee. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Any blank form will be considered as an irrevocable proxy to the Centralizing Agent, to vote in the name and on behalf of the undersigned and as the Centralizing Agent deems fit.

Executed in _____, on _____ 2022.

Signature: _____

Name / Corporate name: _____

Title / Represented by: _____

INSTRUCTIONS FOR COMPLETION OF THIS FORM

IDENTIFICATION OF SHAREHOLDERS

1. The signatory is requested to accurately enter his/her surname (in capital letters), his/her first name, address and e-mail address. In case of legal entities, the corporate name, registered office and number of identification of register of commerce must be indicated as well as the surname, first name, title and e-mail address of the signatory. If the signatory is not the shareholder (for example: a receiver, guardian, etc.), he must mention his surname, first name, e-mail address and the capacity in which he signs the form.
2. A shareholder can be represented by a proxy of his choice who does not need to be a shareholder. Subject to compliance with the threshold notification obligations set out in the law of 11 January 2008 on transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market, there is no limit to the maximum number of votes that may be exercised by the same person, whether in his own name or as proxy.
3. Capitalized terms used herein and not otherwise defined shall have the meaning as defined in the convening notice including the proposed resolutions.
4. This proxy form is governed by, and shall be construed in accordance with Luxembourg law. Luxembourg courts have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this proxy form.

PERSONAL DATA

In connection with the Annual General Meeting, the Company is required to collect certain data including personal data in order to confirm the identity of individual shareholders or shareholder representatives. By signing this form, I consent that this data is collected, processed and used for the purpose of the organisation of the Annual General Meeting and the voting on the resolutions. The Company is the data controller for any personal data that is collected in connection with the Annual General Meeting. The data may be transmitted to entities involved in the organisation of the Annual General Meeting. I have a right of access to and the right to rectify the data that concerns me. Data may be stored for thirty years.

RIGHT TO PARTICIPATE

The right to participate in the Annual General Meeting and exercise voting rights is determined on the basis of share ownership on the fourteenth (14th) day at midnight (24:00) (Luxembourg time) before the date of the Annual General Meeting (the "Record Date"). The Record Date is 10 March 2022. All shareholders holding shares on the Record Date have the right to participate in the Annual General Meeting regardless of the number of shares held.

Shareholders wishing to participate in the Annual General Meeting need to arrange with their respective financial intermediary (brokerage house or custodian bank) holding the shares on their accounts to obtain a certificate evidencing the identity of the shareholder and the number of shares held by such shareholder on the Record Date (the “**Certificate**”) or confirm such holding in any other form and in particular electronically to the Centralizing Agent. The duly completed and signed Certificate, needs to be sent by mail, e-mail or in any other form, and in particular by any other electronic means to Banque Internationale à Luxembourg S.A. (referred to as the “**Centralizing Agent**”) at the address referred to below **by 18:00 CET on 22 March 2022**. Similarly any confirmation in another form and in particular electronically shall also reach the Centralizing Agent **by 18:00 CET on 22 March 2022**. A template form of Certificate, which may be used by shareholders is available on the Company’s website <https://ir.suse.com> in the Annual General Meeting section.

Shareholders wishing to participate in the Annual General Meeting must **indicate their intention to participate** (by proxy or by voting form) **by the Record Date**. This confirmation of participation at the Annual General Meeting must be sent in writing to the Centralizing Agent at the address referred to below by mail, e-mail or in any other form, and in particular by any other electronic means, to be received **by 10 March 2022 at 24:00 CET (midnight)**. On the Company’s website <https://ir.suse.com> in the Annual General Meeting section, registration forms, which may be used for this purpose, are available.

For shareholders who wish to participate in the Annual General Meeting by appointing either the Centralizing Agent or a third party as a proxy, this proxy form must be returned duly signed and completed to the Centralizing Agent **by 18:00 CET on 22 March 2022** with a Certificate, as indicated below:

- By mail to: SUSE S.A.
c/o Banque Internationale à Luxembourg S.A.
Attn: Agency Services Team
69, route d’Esch
L-2953 Luxembourg (Grand Duchy of Luxembourg)
- OR by email to: AS_AGM@BIL.COM
- OR in any other form and in particular electronically

Important: The Annual General Meeting will be held by video conference accessible to all shareholders registered as such on the Record Date (i.e. 10 March 2022). Shareholders will not be able to express their vote or ask questions during the video conference. Therefore, shareholders wishing to vote in the Annual General Meeting shall provide a proxy form or voting form.

Shareholders wishing to attend the Annual General Meeting by video conference must (i) confirm their intention to attend the Annual General Meeting by video conference to the Centralizing Agent and (ii) provide an e-mail address where the video conference details may be sent in the event that such e-mail address has not already been communicated to the Centralizing Agent in the proxy form or voting form, by e-mail at AS_AGM@BIL.COM, by mail or in any other form, and in particular by any other electronic means, **by 22 March 2022**. In the event that a Certificate or a confirmation of holding has not already been provided to the Centralizing Agent, the shareholders should provide to the Centralizing Agent such Certificate or confirmation of holding when they confirm their intention to attend the Annual General Meeting by video conference.

Shareholders having submitted a proxy form and registered in due time but who wish to revoke such proxy form may do so by timely providing a later dated proxy form or by cancelling the proxy form in writing to the Centralizing Agent of the Company at the address referred to above. Only the last proxy form received by the Centralizing Agent **before 18:00 CET on 22 March 2022** will be considered.

Please note that only the shareholders owning shares of the Company on the Record Date and having announced their intention to participate in the Annual General Meeting as described here above will be entitled to participate in the said Annual General Meeting.