

Convening Notice

The shareholders of SUSE S.A. (the “**Company**”) are invited to participate in the annual general meeting of shareholders of the Company (the “**Annual General Meeting**”) to be held on Thursday 24 March 2022 at 13:30 CET to deliberate on the agenda set out below.

Important information

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 wishing to participate in the Annual General Meeting shall provide a proxy form or voting form, as described in Section III at the end of this convening notice and may send questions in advance by 18:00 CET on 18 March 2022 as indicated in Section V.

AGENDA AND PROPOSED RESOLUTIONS OF THE ANNUAL GENERAL MEETING

- 1. Presentation of (i) the management report and consolidated management report of the management board of the Company (the "Management Board"), (ii) the reports of the approved statutory auditor on the stand-alone annual accounts and the consolidated financial statements of the Company for the financial year ended on 31 October 2021, and (iii) the observations of the supervisory board of the Company (the "Supervisory Board").**

No resolution required.

- 2. Approval of the stand-alone annual accounts of the Company for the financial year ended on 31 October 2021.**

Draft proposed resolution (first resolution)

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.

- 3. Approval of the consolidated financial statements for the financial year ended on 31 October 2021.**

Draft proposed resolution (second resolution)

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.

- 4. Allocation of results.**

Draft proposed resolution (third resolution)

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.

- 5. Discharge to the members of the Management Board and Supervisory Board.**

Draft proposed resolution (fourth resolution)

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.

6. Approval of the remuneration policy (advisory vote).

Background

As required by the Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement (the “Shareholders Right Directive II”), which has been implemented by the Luxembourg law of 1 August 2019 into the law of 24 May 2011 relating to the exercise of certain rights of shareholders at general meetings of listed companies (the “Shareholders’ Rights Law”), the Company has adopted a remuneration policy applicable in particular to the members of the Management Board and of the Supervisory Board (the “Remuneration Policy”). The Company has also prepared a remuneration report for the financial year ended on 31 October 2021 as required by the Shareholders’ Rights Law (the “Remuneration Report”). The Remuneration Policy and the Remuneration Report are set out in the Company’s annual report 2021.

As required by the Shareholders’ Rights Law, the Remuneration Policy as well as the Remuneration Report are submitted to an advisory vote at the Annual General Meeting.

In compliance with the Shareholders’ Rights Law, the advisory vote on the Remuneration Policy will be valid for a period of four (4) years, except in case of a material change, in which case the Company must submit the updated and revised Remuneration Policy to the advisory vote at the next annual general meeting.

The Remuneration Policy and the Remuneration Report (as part of the annual report) are available on the Company’s website <https://ir.suse.com> in the Annual General Meeting section.

Draft proposed resolution (fifth resolution)

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..

7. Approval of the Remuneration Report (advisory vote).

Draft proposed resolution (sixth resolution)

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.

8. Approval of the Supervisory Board members’ remuneration.

Draft proposed resolution (seventh resolution)

The Annual General Meeting approves the following Supervisory Board members’ remuneration:

- 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.

I – AVAILABLE INFORMATION AND DOCUMENTATION

A copy of all documents required by law and relating to the items of the agenda of the Annual General Meeting is available from the date of publication of this convening notice on the Company's website <https://ir.suse.com> in the Annual General Meeting section and at the Company's registered office in Luxembourg.

Shareholders may obtain a copy of the full text of any document to be made available by the Company at the Annual General Meeting upon request to the Company by e-mail to AS_AGM@BIL.COM or by mail to the following address:

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

II – QUORUM AND MAJORITY

The Annual General Meeting will validly deliberate on all resolutions on the agenda regardless of the number of shareholders present and the number of shares represented, and resolutions on the agenda of the Annual General Meeting will be adopted by a simple majority of the votes validly cast by shareholders having voted by proxy or voting form. Each share is entitled to one vote. Cast votes shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

III – PARTICIPATION IN THE ANNUAL GENERAL MEETING

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.

In order to participate in the Annual General Meeting, a shareholder must **indicate his 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 Banque Internationale à Luxembourg S.A. (referred to as the "**Centralizing Agent**") at the address referred to below (see Section VI) 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.

Shareholders who wish 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 the Centralizing Agent at the address referred to below (see Section VI) **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 having registered for the Annual General Meeting in accordance with the above may participate in the Annual General Meeting as follows:

1. By appointing the Centralizing Agent as a proxyholder to execute voting rights according to specific instructions: a completed and signed proxy form must be sent by mail, e-mail or in any other form, and in particular by any other electronic means to the Centralizing Agent at the address referred to below (see Section VI) **by 18:00 CET on 22 March 2022.**

2. By appointing a person of his/her/its choice other than the Centralizing Agent as a proxyholder to execute voting rights: a completed and signed proxy form must be sent by mail, e-mail or in any other form, and in particular by any other electronic means to the Centralizing Agent at the address referred to below (see Section VI) **by 18:00 CET on 22 March 2022.**

The proxy form can be downloaded from the Company's website <https://ir.suse.com> in the Annual General Meeting section or obtained from the Centralizing Agent upon request.

If, pursuant to a signed proxy form, shareholders appoint a person other than the Centralizing Agent as their proxyholder in accordance with item 2 above, please note that the proxyholder will also need to provide a voting form in the name and on behalf of the shareholder in accordance with item 3 below.

Only signed proxy forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or signed electronically).

One person may represent more than one shareholder.

3. By voting by correspondence: a completed and signed voting form must be sent by mail, e-mail or in any other form, and in particular by any other electronic means to the Centralizing Agent at the address referred to below (see Section VI) **by 18:00 CET on 22 March 2022.**

The voting form can be downloaded from the Company's website <https://ir.suse.com> in the Annual General Meeting section or obtained from the Centralizing Agent upon request.

Only signed voting forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or signed electronically).

The Company will record for each shareholder, who has returned the completed, dated and signed proxy form or voting form, his name or corporate name, address or registered office, number of shares held on the Record Date and a description of all the documents attesting the ownership of shares on the Record Date.

Important: 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, at the address referred to below (see Section VI), **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.

We also underline that shareholders attending the Annual General Meeting by video conference will not be able to speak, ask any question or cast their votes. All votes will be submitted in advance in accordance with the methods set out in paragraphs 1 to 3 above. Similarly, any questions shall be submitted in advance in accordance with Section V below.

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

IV – ADDITION OF AGENDA ITEMS OR TABLING OF ALTERNATIVE RESOLUTIONS

In accordance with the articles of association of the Company and the Luxembourg law of 24 May 2011 on certain rights of shareholders in listed companies, as amended (the “**Luxembourg Shareholders’ Rights Law**”), one or more shareholders holding together at least five (5) percent of the issued share capital of the Company have the right to request that one or more additional items be put on the agenda of the Annual General Meeting and/or table draft resolutions regarding existing or new agenda items. Any such request must be received by the Company no later than the twenty-second (22nd) day preceding the date of the Annual General Meeting e.g. **before 18:00 CET on 2 March 2022**. The request must be made in writing to the Company by e-mail (to AS_AGM@BIL.COM), electronic means or by registered letter at the following address:

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

The request must include either (a) the text of the new agenda item and a draft corresponding resolution, as well as a background explanation or (b) an alternative resolution for an existing agenda item, with a clear identification of the agenda item concerned, the text of the proposed alternative resolution, and a background explanation. The request must include the name of a contact person and a contact address (e-mail) to enable the Company to confirm receipt within 48 hours. Finally, evidence must be provided in the form of a clear and precise official confirmation certificate issued by a financial intermediary that the requestor(s), that must be fully identified with full name and address, is/are (a) shareholder(s) of the Company on the date of the request and the aggregate amount of the shareholding entitling such request.

In case the request entails a modification of the agenda of the Annual General Meeting, the Company will make a revised agenda available at the latest fifteen (15) days prior to the date of the Annual General Meeting (i.e. by 9 March 2022).

V – ABILITY TO ASK QUESTIONS BEFORE THE ANNUAL GENERAL MEETING

Shareholders have the right to ask questions related to items on the agenda of the Annual General Meeting. 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, no physical Annual General Meeting will be organized. Any shareholders’ questions must thus be addressed in advance of the Annual General Meeting.

Shareholders’ questions in relation to the agenda must be sent in writing by e-mail AS_AGM@BIL.COM, by mail or in any other form, and in particular by any other electronic means, to the Company at the address referred to below (see Section VI) **by 18:00 CET on 18 March 2022**. A Certificate must be attached to such questions to allow the Company to proceed with a satisfactory identification of the relevant shareholder.

The answers to these questions will be provided by the Company during the Annual General Meeting.

The Company will answer such questions on a best efforts basis subject to the measures which it may take to ensure the identification of shareholders, the proper order and handling of the Annual General Meeting, as well as the protection of confidentiality and business interests of the Company. The Company may, at its discretion, reply to such questions either globally or individually.

VI – FURTHER QUESTIONS

Shareholders may address all queries with respect to the Annual General Meeting, return all forms and address all correspondence to the Centralizing Agent by e-mail to the following e-mail address: AS_AGM@BIL.COM, electronic means or by mail to the following address:

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

The Management Board
SUSE S.A.

21 February 2022