

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 23 March 2023 at 13:00 CET at Sofitel Luxembourg Le Grand Ducal, 35 Rue du Laboratoire, L-1911 Luxembourg (Grand Duchy of Luxembourg) to deliberate on the agenda set out below.

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 2022, 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 2022.

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 2022, in their entirety.

3. Approval of the consolidated financial statements for the financial year ended on 31 October 2022.

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 2022, in their entirety.

4. Allocation of results.

Draft proposed resolution (third resolution)

The Annual General Meeting acknowledges a profit of USD 4,748,144 with respect of the financial year ended on 31 October 2022 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 2022.

6. Appointment of Sheng Liang as a member of the Supervisory Board.

Background

On 7 July 2022, following a proposal from the Nomination and Remuneration Committee of the Supervisory Board, the Supervisory Board appointed Sheng Liang as a member of the Supervisory Board to fill the vacancy created following the resignation of Matteo Thun until the next general meeting of the Company, at which time such appointment shall be confirmed by the Annual General Meeting.

The Supervisory Board now proposes that Sheng Liang's appointment to the Supervisory Board be confirmed with the term of his membership lasting until the annual general meeting approving the annual financial statements for the financial year ending 31 October 2023, to be held at the latest on 30 April 2024.

A curriculum vitae (CV) for Sheng Liang is available at the locations described in Section I below.

Draft proposed resolution (fifth resolution)

The Annual General Meeting confirms Sheng Liang's appointment to the Supervisory Board until the annual general meeting approving the annual financial statements for the financial year ending 31 October 2023, to be held at the latest on 30 April 2024.

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 2022.

8. Approval of the Supervisory Board members' remuneration

Background

Following a review performed by the Nomination and Remuneration Committee of the Supervisory Board together with its external advisers, it is proposed to increase the following fees payable to members of the Supervisory Board to bring their remuneration in line with market standards:

	SUSE current (€)	SUSE proposed (€)	Proposed increase
Chair	175,000	185,000	5.7%
Deputy Chair	125,000	125,000	n/a
Base member fee	70,000	75,000	7.1%
Additional fee for Audit Committee chair	25,000	25,000	n/a
Additional fee for Nomination and Remuneration Committee Chair	25,000	25,000	n/a

Subject to Sheng Liang's appointment being confirmed in the fifth resolution above, Sheng Liang will receive the same base fee as all other Supervisory Board members, with the exception of the Chair and Deputy Chair of the Supervisory Board and Johannes Reichel who does not receive payment from the Company for his services as a member of the Supervisory Board, effective from 1 November 2022.

Draft proposed resolution (seventh resolution)

The Annual General Meeting approves the following increases in the Supervisory Board members' remuneration, effective from 1 November 2022:

- an annual fee of EUR 185,000 for the Chair of the Supervisory Board; and
- a base fee of EUR 75,000 for each of the other members of the Supervisory Board (excluding the Chair and Deputy Chair).

9. Authorisation to repurchase shares of the Company.

Background

This authority will only be used by the Management Board if it considers such a repurchase would be in the best interests of the Company. The use of this authority will be subject to the approval of the Supervisory Board as a reserved matter under the Supervisory Board's and the Management Board's Rules of Procedure.

In reaching such a decision, the Management Board would take into account the market conditions prevailing at the time, the investment opportunities otherwise open to the Company and the

Company's overall financial position. The Management Board has no present intention of exercising the authority to make market repurchases. Shares repurchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Company would consider holding any of its own shares that it repurchases as treasury shares. This would give the Company the ability to dispose of its treasury shares at its sole discretion in a quick and cost-efficient manner without the need to issue new shares via a share capital increase, providing the Company with additional flexibility in the management of its capital base.

Draft proposed resolution (eight resolution)

The Annual General Meeting authorizes the Management Board to repurchase its own shares, subject to the following conditions:

- a. The maximum number of shares to be acquired, in whole or in part from time to time, may not exceed ten percent (10%) of the total number of shares composing the issued share capital at the time of this resolution, or if lower, at the time of the acquisition.
- b. The repurchase shall be effected either through the stock exchange or on the basis of a public purchase offer to all shareholders.
- c. As a result of those acquisitions, the Company's holding of its own shares may not exceed at any time ten percent (10%) of the total number of shares composing the issued share capital of the Company.
- d. The acquisition price per share shall not be lower than its par value or higher than ten percent (10%) above the weighted average listing price per share in the XETRA trading system (or a comparable successor system) during the calendar month preceding the resolution of the Management Board resolving upon the repurchase.
- e. The acquisition of its own shares by the Company, as well as shares acquired by a person acting in its own name but on behalf of the Company, may not result in the net assets of the Company falling below the aggregate amount of the subscribed capital and the reserves which may not be distributed under the law or the articles of association of the Company. Only fully paid-up shares may be repurchased.
- f. This authorization will be valid for a period of five years from the date of the Company's Annual General Meeting.

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 on the Company's website <https://ir.suse.com> in the Annual General Meeting section and at the Company's registered office in Luxembourg as from the date of publication of this convening notice.

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 duly present or represented. 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

Record date

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 **9 March 2023 at 24:00 CET (midnight)**. 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.

Registration procedure and evidence of share ownership

In order to participate in the Annual General Meeting and vote in respect of the shares held by the shareholder on the Record Date, the shareholder must indicate his/her/its intention to participate by submitting either a written declaration made using a registration form or a declaration made in any other electronic form of his/her/its intention to participate at the Annual General Meeting no later than by the **Record Date**. This confirmation of participation at the Annual General Meeting must be sent 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, for example a banking communication system such as SWIFT, to be received **by 9 March 2023 at 24:00 CET (midnight)**. Registration Forms, which may be used for this purpose, are available on the Company’s website <https://ir.suse.com> in the Annual General Meeting section. Similarly, any confirmation of participation in another form and in particular electronically, for example via a banking communication system such as SWIFT, shall also reach the Centralizing Agent **by 9 March 2023 at 24:00 CET (midnight)**.

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, for example via a banking communication system such as SWIFT, 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 20 March 2023**. Similarly any confirmation in another form and in particular electronically shall also reach the Centralizing Agent **by 18:00 CET on 20 March 2023**. A template form of Certificate, which may be used by shareholders to confirm their shareholding, is available on the Company’s website <https://ir.suse.com> in the Annual General Meeting section.

The procedure described above (for registration and confirmation of holding) applies irrespective of whether the shareholder attends the Annual General Meeting in person, by video conference, appoints a proxy, or votes by correspondence. If a shareholder provides registration and confirmation of holding via electronic means, for example a banking communication system such as SWIFT, and this has been validly communicated to the Centralizing Agent in accordance with the instructions above, the shareholder does not need to also send a Registration Form or Certificate to the Centralizing Agent.

Participation in the Annual General Meeting and vote

Shareholders having registered for the Annual General Meeting in accordance with the above may participate in the Annual General Meeting and vote in respect of the shares held by the shareholder on the Record Date as follows:

1. **By attending the Annual General Meeting in person:** shareholders attending the Annual General Meeting in person will be able to cast their votes during the meeting. You must bring with you on the date of the Annual General Meeting a valid identity card or passport. The representatives of any shareholder which is a legal entity must bring with them on the date of the Annual General Meeting a valid identity card or passport and evidence of their authority to represent such legal entity.

Shareholders wishing to attend the Annual General Meeting in person shall send a written declaration to the Centralizing Agent of their intention to participate in the Annual General Meeting in person 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 banking communication system such as SWIFT, **by 18:00 CET on 20 March 2023** at the latest.

For the avoidance of doubt, failure by shareholders to confirm their participation in person to the Annual General Meeting **by 18:00 CET on 20 March 2023** shall not prevent such shareholders from participating in person in the Annual General Meeting.

2. **By attending the Annual General Meeting via video conference:** shareholders attending the Annual General Meeting via video conference will be able to cast their votes during the meeting.

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 the Centralizing Agent with an e-mail address where the video conference details may be sent. Shareholders should contact the Centralizing Agent by e-mail at AS_AGM@BIL.COM, by mail or in any other form, and in particular by any other electronic means, for example via a banking communication system such as SWIFT, at the address referred to below (see Section VI), **by 18:00 CET on 20 March 2023**.

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.

3. **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, for example via a banking communication system such as SWIFT, to the Centralizing Agent at the address referred to below (see Section VI) **by 18:00 CET on 20 March 2023**.

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

Alternatively, proxies can be issued by the shareholders in another form and in particular electronically through an electronic banking communication system such as SWIFT. Such proxies must reach the Centralizing Agent no later than **by 18:00 CET on 20 March 2023**. In the event that proxies have been issued by the shareholder electronically, for example via a banking communication system such as SWIFT, and have validly been communicated to the Centralizing Agent the shareholder will not need to send a signed proxy form to the Centralizing Agent.

The Centralizing Agent may represent more than one shareholder.

4. **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, for example via a banking communication system such as SWIFT, to the Centralizing Agent at the address referred to below (see Section VI) **by 18:00 CET on 20 March 2023**.

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 this paragraph 4, please note that the voting instructions must be given in a voting form executed by the shareholder. 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.

Alternatively, proxies and voting instructions can be issued by the shareholders electronically through an electronic banking communication system such as SWIFT. Such proxies and voting instructions must reach the Centralizing Agent no later than **by 18:00 CET on 20 March 2023**. In the event that proxies and voting instructions have been issued by the shareholder electronically through a banking communication system such as SWIFT and have validly been communicated to the Centralizing Agent, the shareholder will not need to send a signed proxy form and voting form, as the case may be, to the Centralizing Agent.

Only signed proxy forms and voting forms, or those validly sent via an electronic banking communication system such as SWIFT 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.

The persons appointed as proxy in accordance with this paragraph 4 must bring with them on the date of the Annual General Meeting a valid identity card or passport. In case the proxy is a legal entity, the

representatives of such proxy must bring with them on the date of the Annual General Meeting a valid identity card or passport and evidence of their authority to represent such proxy.

5. **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, for example via a banking communication system such as SWIFT, to the Centralizing Agent at the address referred to below (see Section VI) **by 18:00 CET on 20 March 2023**.

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.

Alternatively, voting instructions can be issued by the shareholders electronically through a banking communication system such as SWIFT. Such voting instructions shall reach the Centralizing Agent **by 18:00 CET on 20 March 2023**. In the event that voting instructions have been issued by the shareholder electronically through a banking communication system such as SWIFT and have been validly communicated to the Centralizing Agent, the shareholders will not need to send a signed voting form to the Centralizing Agent.

Only signed voting forms or those validly sent via an electronic banking communication system such as SWIFT 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).

Any attempted exercise of voting rights by means of voting by correspondence in connection with voting forms or voting instructions issued electronically received after **18:00 CET on 20 March 2023** will not be valid.

The Company will record for each shareholder, who has returned the completed, dated and signed proxy form and/or voting form or has issued proxy and/or voting instructions electronically, the following information: the shareholder's 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.

Shareholders having submitted a proxy form and/or a voting form and registered in due time but who wish to revoke such proxy form and/or voting form may do so by timely providing a later dated proxy form and/or voting form or by cancelling the proxy form and/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 and/or voting form received by the Centralizing Agent **before 20 March 2023 at 18:00 CET** will be considered.

Shareholders having issued proxies or voting instructions electronically through a banking communication system such as SWIFT, who wish to revoke such proxy and/or voting instructions, may do so by issuing later dated proxy and/or voting instructions or by cancelling the previous proxy and/or voting instructions by informing the Centralizing Agent at the address referred to below (see Section VI). Only the last proxy and/or voting instructions received by the Centralizing Agent **before 20 March 2023 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 i.e. **before 18:00 CET on 1 March 2023**. 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) are 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 8 March 2023**).

V – ABILITY TO ASK QUESTIONS AT THE ANNUAL GENERAL MEETING

Shareholders have the right to ask questions related to items on the agenda of the Annual General Meeting during the Annual General Meeting.

In addition, shareholders' questions in relation to the agenda can be sent in writing by e-mail to 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) ahead of the Annual General Meeting, and no later than **by 18:00 CET on 20 March 2023**. A Certificate must be attached to such questions to allow the Company to proceed with a satisfactory identification of the relevant shareholder.

The Company will answer such questions during the Annual General Meeting 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.

20 February 2023