

SUSE S.A.

SUSE S.A. announces the results of its 2023 Annual General Meeting

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SUSE S.A.

Société anonyme

11-13 Boulevard de la Foire

L-1258 Luxembourg

R.C.S. Luxembourg: B225816

(the “**Company**”)

VOTING RESULTS OF THE COMPANY’S ANNUAL GENERAL MEETING HELD ON 23 MARCH 2023

The Company held its Annual General Meeting for financial year ended on 31 October 2022 on Thursday 23 March 2023. The results of the Annual General Meeting are set out below.

Number of shares voted at the meeting:	150,460,567
Number of issued shares as at the Record Date ^[1] :	169,430,390
Percentage of issued shares present or represented at the meeting:	88.80%

Agenda Item	Resolution	Number of shares FOR	% of voting rights FOR	Number of shares AGAINST	% of voting rights AGAINST	Abstentions*	Total number of shares present or represented
1	No resolution required	N/A	N/A	N/A	N/A	N/A	N/A
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	150,438,271	100	0	0	22,296	150,460,567

Agenda Item	Resolution	Number of shares FOR	% of voting rights FOR	Number of shares AGAINST	% of voting rights AGAINST	Abstentions*	Total number of shares present or represented
	of the Supervisory Board, approves the stand-alone annual accounts for the financial year ended on 31 October 2022, in their entirety.						
3	The Annual General Meeting, after having reviewed the management report of the Manage	150,438, 271	100	0	0	22,296	150,460, 567

Agenda Item	Resolution	Number of shares FOR	% of voting rights FOR	Number of shares AGAINST	% of voting rights AGAINST	Abstentions*	Total number of shares present or represented
	ment 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.						

Agenda Item	Resolution	Number of shares FOR	% of voting rights FOR	Number of shares AGAINST	% of voting rights AGAINST	Abstentions*	Total number of shares present or represented
4	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.	150,460,567	100	0	0	0	150,460,567
5	The Annual General	149,462,242	99.35	976,029	0.65	22,296	150,460,567

Agenda Item	Resolution	Number of shares FOR	% of voting rights FOR	Number of shares AGAINST	% of voting rights AGAINST	Abstentions*	Total number of shares present or represented
	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.						

Agenda Item	Resolution	Number of shares FOR	% of voting rights FOR	Number of shares AGAINST	% of voting rights AGAINST	Abstentions*	Total number of shares present or represented
6	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	147,747,668	98.20	2,712,899	1.80	0	150,460,567

Agenda Item	Resolution	Number of shares FOR	% of voting rights FOR	Number of shares AGAINST	% of voting rights AGAINST	Abstentions*	Total number of shares present or represented
	the latest on 30 April 2024.						
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 2022.	146,529,085	97.39	3,931,482	2.61	0	150,460,567
8	The Annual General	147,526,881	98.05	2,933,686	1.95	0	150,460,567

Agenda Item	Resolution	Number of shares FOR	% of voting rights FOR	Number of shares AGAINST	% of voting rights AGAINST	Abstentions*	Total number of shares present or represented
	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						

Agenda Item	Resolution	Number of shares FOR	% of voting rights FOR	Number of shares AGAINST	% of voting rights AGAINST	Abstentions*	Total number of shares present or represented
	- a base fee of EUR 75,000 for each of the other members of the Supervisory Board (excluding the Chair and Deputy Chair).						
9	The Annual General Meeting authorizes the Management Board to repurchase	150,453,716	100.00	4,736	0	2,115	150,460,567

Agenda Item	Resolution	Number of shares FOR	% of voting rights FOR	Number of shares AGAINST	% of voting rights AGAINST	Abstentions*	Total number of shares present or represented
	se 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 composi						

Agenda Item	Resolution	Number of shares FOR	% of voting rights FOR	Number of shares AGAINST	% of voting rights AGAINST	Abstentions*	Total number of shares present or represented
	ing 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 sharehol						

Agenda Item	Resolution	Number of shares FOR	% of voting rights FOR	Number of shares AGAINST	% of voting rights AGAINST	Abstentions*	Total number of shares present or represented
	ders. 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						

Agenda Item	Resolution	Number of shares FOR	% of voting rights FOR	Number of shares AGAINST	% of voting rights AGAINST	Abstentions*	Total number of shares present or represented
	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						

Agenda Item	Resolution	Number of shares FOR	% of voting rights FOR	Number of shares AGAINST	% of voting rights AGAINST	Abstentions*	Total number of shares present or represented
	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						

Agenda Item	Resolution	Number of shares FOR	% of voting rights FOR	Number of shares AGAINST	% of voting rights AGAINST	Abstentions*	Total number of shares present or represented
	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						

Agenda Item	Resolution	Number of shares FOR	% of voting rights FOR	Number of shares AGAINST	% of voting rights AGAINST	Abstentions*	Total number of shares present or represented
	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.						

* Abstentions are not considered in the calculation as per standard practices.

[1] Only shares issued at the Record Date (9 March 2023) give the respective shareholder the right to vote at the Annual General Meeting. Any shares issued after the Record Date, including shares created by the Company on 15 March 2023, do not give the respective shareholder the right to vote at this Annual General Meeting. The calculation of the percentage of issued shares present or represented at the meeting is therefore based on the number of issued shares as at the Record Date.

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End of News

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