

**Invitation to the
Annual Shareholders' Meeting
2007**

SUSS MicroTec

SUSS MicroTec AG, Garching

Securities Identification No.: 722670
ISIN: DE0007226706
and
Securities Identification No.: AOJCZ2
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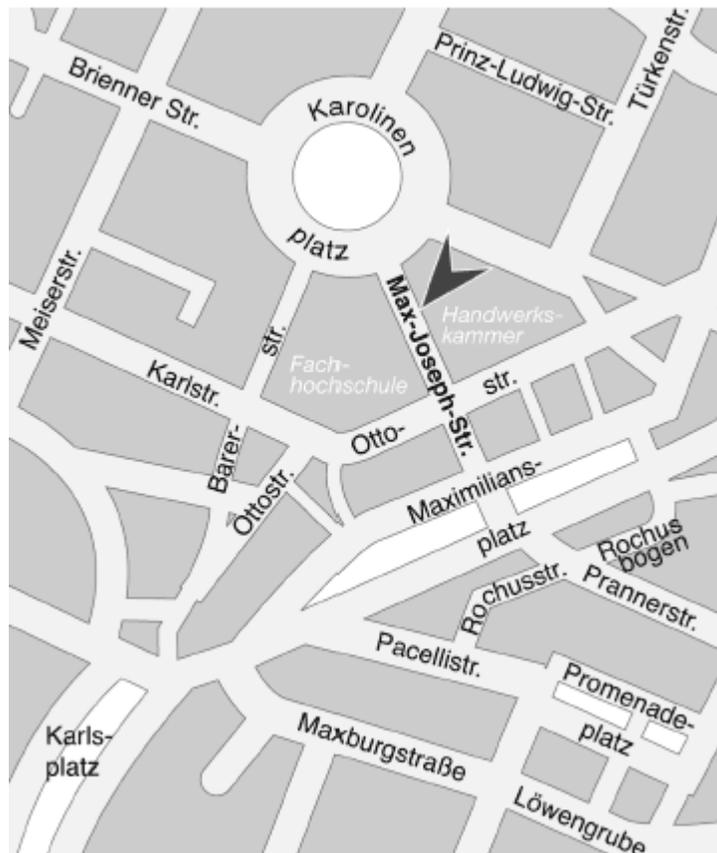
We hereby invite our shareholders to the

Ordinary Shareholders' Meeting

to take place on

Friday, July 6, 2007 at 10:00 a.m.

at the offices of Bayerische Wirtschaft,
Max-Joseph-Strasse 5, 80333 Munich.



Agenda

1. **Presentation of the approved annual financial statements of SUSS MicroTec AG and of the approved consolidated financial statements as of December 31, 2006, of the condensed Management Report for SUSS MicroTec AG and the Group as well as the Report of the Supervisory Board regarding fiscal year 2006 and the Report of the Management Board on the information pursuant to §§ 289 Para. 4 and 315 Para. 4 HGB (German Commercial Code).**

2. **Resolution on the discharge of members of the Management Board**

The Management Board and Supervisory Board propose passing the following resolution:

"The members of the Management Board in fiscal year 2006 shall be granted discharge for this time period."

3. **Resolution on the discharge of the members of the Supervisory Board**

The Management Board and Supervisory Board propose passing the following resolution:

"The members of the Supervisory Board in fiscal year 2006 shall be granted discharge for this time period."

4. **Resolution on the appointment of auditors and Group auditors**

The Supervisory Board proposes passing the following resolution:

"KPMG Deutsche Treuhand-Gesellschaft Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft in Munich shall be appointed auditors and Group auditors for fiscal year 2007."

5. **Election to fill a vacancy on the Supervisory Board**

Dr. Christoph Schücking has abdicated his post as member of the Supervisory Board effective at the end of the Ordinary Shareholder's Meeting on July 6, 2007. Dr. h.c. Horst Görtz has abdicated his post as member of the Supervisory Board effective as of September 30, 2007.

In accordance with § 9 Para. 1 of the articles of incorporation in connection with §§ 95 Para. 1.96 AktG (stock corporation law), the Supervisory Board of the Company shall consist of six members, elected by the Shareholders' Meeting. The Shareholders' Meeting is not bound to election proposals.

The Supervisory Board proposes passing the following resolutions:

"a) Mr. Heinz-Peter Verspay, attorney, residing in Cologne, shall be elected as the successor to Dr. Schücking for the rest of the original period of office of Dr. Schücking as a member of the Supervisory Board.

b) Dr. Stefan Reineck, member of the Management Board and Managing Director, residing in Kirchart, shall be elected as the successor to Dr. h.c. Görtz for the rest of the original period of office of Dr. h.c. Görtz as a member of the Supervisory Board."

At the time of the announcement of his appointment to this Shareholders' Meeting, Mr. Verspay is a member of the following supervisory boards being legally formed and comparable domestic or overseas supervisory bodies:

- Supervisory Board of Lang Audiovision AG, Lindlar (Chairman)
- Supervisory Board of PHARMA BENCHMARK AG, Cologne (member)

At the time of the announcement of his appointment to this Shareholders' Meeting, Dr. Reineck is a member of the following supervisory boards being legally formed and comparable domestic or overseas supervisory bodies:

- Supervisory Board of AttoCube Systems AG, Munich (Chairman)
- Supervisory Board of NanoScape AG, Munich (Chairman)
- Supervisory Board of aleo solar Aktiengesellschaft, Prenzlau (member)
- Board of TF Instruments Inc., Monmouth Junction, NJ, USA (member)
- Board of Phoseon Technology Inc., Hillsboro, OR, USA (member)

Dr. Reineck is currently a member of the Management Board of SUSS MicroTec AG. His appointment as a member of the Management Board shall end on September 30, 2007.

6. **Resolution on modifications to the articles of incorporation**

The Management Board and Supervisory Board propose passing the following resolution:

"a) § 4 of the articles of incorporation shall be newly formulated as follows:

"§ 4 Announcements and information

(1) Announcements by the Company shall be made in the electronic Federal Gazette, unless publication in another publication medium is legally prescribed.

(2) Information on the shareholders of the Company and other owners of securities that have been issued by the Company and approved for trading on an organized market within the meaning of § 1 Para. 5 WpHG (Securities Trading Act) can also be conveyed via electronic media."

b) § 9 of the articles of incorporation shall be newly formulated as follows:

"§ 9 Composition, period of office, duties and confidentiality

(1) The Supervisory Board shall consist of six members, who are elected by the Shareholders' Meeting.

(2) The election of the Supervisory Board members is for the period up to the

conclusion of the Shareholders' Meeting, which shall decide on the discharge of the Supervisory Board for the fourth fiscal year after the start of the period of office, unless a shorter period of office is stipulated in the appointment resolution. The fiscal year in which the period of office begins shall not be included. If a Supervisory Board member resigns before the expiration of his period of office, a successor shall be elected, subject to Paragraph 3, for the rest of the period of office of the resigning Supervisory Board member, provided the Shareholders' Meeting does not decide upon a longer period of office, which may not extend beyond the period of office pursuant to Sentence 1, however.

(3) A substitute member can also be elected at the same time the Supervisory Board member is elected. The substitute member shall become a member of the Supervisory Board if the Supervisory Board member resigns before the expiration of his period of office. The office of the substitute member who succeeds the original member shall expire if a successor is elected for the resigned Supervisory Board member, but at the latest upon expiration of the period of office of the resigning Supervisory Board member.

(4) Each Supervisory Board member and each substitute member can abdicate his post without good cause by submitting a written statement to the chairman of the Supervisory Board and the Management Board with a notice of at least one month. Compliance with this notice period can be disregarded with the consent of the chairman of the Supervisory Board. The post may be abdicated immediately for good cause.

(5) The Supervisory Board has all of the duties and rights that are assigned to him by law, the articles of incorporation or in any other manner. The members of the Supervisory Board are not bound to orders and instructions.

(6) The Supervisory Board may give the Management Board rules of procedure, in which it specifies, among other things, that its approval is required for certain types of transactions of the Company or dependent companies, in particular those that fundamentally change the earnings prospects of the Company or its exposure to risks. If the Management Board itself gives a standing order in accordance with § 7 Para. 3, the Supervisory Board may only approve of this if it includes a list of transactions requiring approval according to Sentence 1. In addition, the Supervisory Board may decide that additional transactions require its approval.

(7) The Supervisory Board is authorized to undertake changes to the articles of incorporation that pertain only to the version.

(8) The members of the Supervisory Board must continue to observe secrecy regarding confidential information and secrets that have become known to them during their activities on the Supervisory Board even after they have resigned from their office. If a member of the Supervisory Board intends to forward information to third parties, for which it is not certain whether it is confidential or pertains to secrets of the Company, then he/she shall be obligated to notify the chairman in advance and give him/her the opportunity to take a position on the matter.

(9) Resigning Supervisory Board members must return all of the confidential documents of the Company within their possession to the chairman of the Supervisory Board.”

c) § 14 Para. 3 of the articles of incorporation has been newly formulated as follows:

“(3) Shareholders entitled to attend the Shareholders' Meeting and to exercise a

voting right are those shareholders who have registered on time in accordance with Sentence 2 and who have verified their authorization to attend in accordance with Sentence 3. Registration must take place at a location as specified in the notice of meeting either in writing or via another electronic method to be described in more detail in the invitation from the Company in the invitation, on the seventh day before the day of the Shareholders' Meeting at the latest. Shareholders shall verify their authorization to attend the Shareholders' Meeting by means of a certificate of their shareholdings issued by the institute administering the account and relating to the shareholdings at the beginning of the 21st day before the day of the Shareholders' Meeting, prepared in text form (§ 126b BGB) in the German language; this certificate must be received by the location as communicated in the notice of meeting by the seventh day before the day of the Shareholders' Meeting at the latest." "

Passing a resolution on the partial cancellation of the contingent capital of 2002/1 and the complete cancellation of the contingent capital in accordance with §5 Para. 4 of the articles of incorporation

The Management Board and Supervisory Board propose the passing of the following resolution:

"a) The contingent capital of 2002/1 shall be reduced by up to EUR 374,000.00 and § 5 Para. 3 of the articles of incorporation will be reworded as follows:

"(3) The nominal capital shall be contingently increased by up to EUR 374,000.00 by issuing up to 374,000 no-par shares (contingent capital 2002/1). The contingent capital increase will only be carried out to the extent that

* the bearers or creditors of conversion rights or warrants, which are attached to the convertible or optional bonds to be issued by the Company or its direct or indirect majority interest companies based on the authorization resolution of the Shareholders' Meeting of June 14, 2002 to June 14, 2007, who make use of their conversion or option rights or

* the bearers or creditors of the convertible bonds to be issued by the Company or its direct or indirect majority interest companies based on the authorization resolution of the Shareholders' Meeting of June 14, 2002 to June 14, 2007 who are obligated to make a conversion, who fulfill their conversion obligation.

The new shares participate in the profit from the beginning of the fiscal year in which they originate due to the exercising of conversion or option rights or through the fulfillment of conversion obligations.

The Management Board shall be authorized, with the approval of the Supervisory Board, to determine the further content of the stock corporation laws and the further details of implementing the contingent capital increase."

b) The contingent capital in accordance with § 5 Para. 4 of the articles of incorporation and § 5 Para. 4 of the articles of incorporation are canceled.

c) § 5 Para. 5 through 7 of the articles of incorporation shall become § 5 Para. 4 through 6 of the articles of incorporation."

Documents

From the time of convening the Shareholders' Meeting, the following documents shall be available at the business premises of the Company in the registered office of SUSS MicroTec AG, Schleissheimer Strasse 90, 85748 Garching for review by the shareholders, copies of which

shall be provided to all shareholders upon request at no charge and without delay.

- The annual financial statements of SUSS MicroTec AG as of December 31, 2006
- The consolidated financial statements as of December 31, 2006
- The condensed Management Report for SUSS MicroTec AG and the Group as of December 31, 2006
- The Report of the Supervisory Board for fiscal year 2006 and
- The Report of the Management Board on the information pursuant to §§ 289 Para. 4 and 345 Para. 4 HGB.

Nominal capital and voting rights

The nominal capital of the Company amounts to EUR 17,008,476.00 and is divided into 17,008,476 shares. The total number of voting rights is 17,008,476. These figures refer to the time of publication of this notice of meeting in the Electronic Federal Gazette.

Conditions of participation

The conditions of participation are determined in accordance with §§ 121 and following of AktG (stock corporation law) and § 14 of the articles of incorporation. Shareholders who have registered with the Management Board at the registered office of the Company by the seventh day before the Shareholders' Meeting (or on June 29, 2007 at the latest) or have notified the address below in writing, by telex, fax or e-mail and have verified their authorization to participate by means of a certificate of their shareholdings issued by the institute administering the account and relating to the shareholdings at the beginning of the 21st day before the day of the Shareholders' Meeting (i.e. June 15, 2007 at 12:00 midnight) prepared in text form (§ 126b BGB) in the German language, shall be authorized to attend the Shareholders' Meeting and exercise a voting right; this certificate must be received on the seventh day before the day of the Shareholders' Meeting (or June 29, 2007 at the latest) at the addressed indicated below:

SUSS MicroTec AG
c/o Dresdner Bank AG
OSS SO Hauptversammlungen
Jürgen-Ponto-Platz 1
60329 Frankfurt am Main
Fax: 069-263-15263
E-mail: tbhvservice@dresdner-bank.com

Shareholders who have properly registered and properly provided verification of shareholdings will receive their admission cards.

Voting rights representation

Shareholders may also allow their voting right in the Shareholders' Meeting to be exercised by an authorized representative, e.g. allow a credit institute, a shareholders' association or another person of their choice to act as proxy. If neither a credit institute nor a shareholders' association is authorized, proxy must be granted in writing (§ 126 BGB). Together with the admission card and upon request, a form for issuing voting rights authorization shall be sent to the shareholders.

As a special service, we offer our shareholders the possibility to allow voting rights

representatives appointed by the Company and bound by instructions prior to the Shareholders' Meeting to act as proxy. Details about the authorization of the voting rights representatives appointed by the Company can be found in the documents sent to the shareholders by their custodial banks.

Additional information on voting rights representation by voting rights representatives appointed by the Company as well as a form for issuing authorization and instructions are available to the shareholders for downloading from the website at www.suss.com under Investor Relations / Annual Shareholders' Meeting 2007 or can be requested Mondays through Fridays (except for legal holidays) between 9:00 a.m. and 5:00 p.m. at telephone number 089-21027-222.

Inquiries, election suggestions and proposals

To simplify the preparation for the Shareholders' Meeting and ensure that the Company responds to inquiries and proposals regarding the Shareholders' Meeting as quickly as possible, we ask that proposals (including counterproposals and election suggestions) and inquiries be directed exclusively to:

SUSS MicroTec AG
Investor Relations
Schleissheimer Strasse 90
85748 Garching
Fax: 089-32007-336 or to the following
e-mail address: ir@suss.com.

Appropriate counterproposals received at the above address in a timely manner by June 22, 2007, 12:00 midnight shall be promptly made available to the shareholders via the Internet at www.suss.com under Investor Relations / Annual Shareholders' Meeting 2007.

Garching, May 2007

SUSS MicroTec AG
Management Board

Information on voting rights representation by the voting rights representative appointed by Suss MicroTec AG

At this year's Ordinary Shareholders' Meeting of SUSS MicroTec AG on July 6, 2007 you will have the possibility to allow voting rights representatives appointed by the Company to act as proxy in exercising the voting rights from the shares you hold.

The Company has appointed Mr. Marcus Graf and Ms. Norma Körnig as voting rights representatives. They are employees of Haubrok Corporate Events GmbH, Munich. The appointed voting rights representatives shall be obligated to vote on individual agenda items only in accordance with your express instructions.

If you would like to allow the voting rights representatives appointed by the Company to act as proxy, you must initiate the following:

Order an admission card at your custodial bank for each of your securities accounts. You then send this admission card to the Company together with the filled out and signed authorization and

instruction form. The authorization and instructions must be received by the voting rights representatives appointed by the Company by July 4, 2007 at 6:00 p.m. at the latest.

If you would like to change the instructions you have issued, we ask that you undertake these changes with the help of the change of instructions form available on the Company's website at www.suss.com under Investor Relations / Annual Shareholders' Meeting 2007.

We ask that you make changes to the instructions on this form only and in the process, issue instructions on all agenda items (including those items for which the instruction was not changed). You may send the completely filled out change of instructions form via regular mail or by fax to the address or fax number indicated. The Company must receive revised instructions by 4:00 p.m. on July 5, 2007 at the latest in order for them to be considered.

If the Company receives appropriate counterproposals on individual agenda items, they will be made immediately accessible on the Company's website at www.suss.com under Investor Relations / Annual Shareholders' Meeting 2007. Please note that you cannot issue any instructions to on counterproposals the voting rights representatives.

Please make sure that you order your admission card in good time so that the registration and verification of shareholdings can be completed in a timely manner by June 29, 2007. Please also note that the mailing time for the dispatch of the admission card to you and the return mailing of the card together with the authorization and instruction form to the Company may take several days. We therefore recommend that you order the admission cards as early as possible at your custodial bank.