

As the authorized proxy for externally held voting rights, ADP Investment Management AG, Hauptstraße 64, CH – 4132 Muttenz, announced several motions in its letter dated June 9, 2009. In accordance with Section 126 (1) of the German Civil Code, we are making available the counter-motions submitted by ADP Investment Management AG against the proposed resolutions of the Management Board and the Supervisory Board regarding points 3 and 7 of the agenda of the shareholders' meeting of June 24, 2009, along with their justifications:

Following the counter-motions, you will find management's position regarding them:

Counter-motion to agenda item 3:

"Resolution 2: In opposition to management's proposal, we recommend that the Shareholders' Meeting dismiss Dr. Richter only after an auditor's report is available."

Counter-motion to agenda item 7:

"Resolution 5: AI 7 approved capital"

The management has proposed a resolution on approved capital in the nominal amount of EUR 20 million (3 million new shares) excluding subscription rights for 10% of the voting rights. The management justifies the provision of additional reserve capital with the ramifications of the financial crisis. We expressly welcome the fact that management has responded appropriately to the suggestions of owners last year and, in contrast to the past, dispenses with the use of such instruments as contributions in kind and jouissance rights.

Similarly, we welcome the fact that the management has explicitly obligated itself to the use of resources for specific purposes with the "strict statement of intent" stipulated in the report, even though it is well known that such statements of intent are not legally enforceable. We would like to underscore here how important a shareholders' representative in the Supervisory Board would be in order to block possible attempts at misuse.

We propose the following change to the wording of the resolution on AI 7:

The exclusion of subscription rights is only effective if the issue price of new shares exceeds the book value of the Company's shares, so that the dilution of existing shareholders is prevented.

Justification: Management's recommendation favors the usual limit of 10% of subscribed share capital or 1.7 million shares as the across-the-board value of an exclusion of subscription rights. The exclusion of subscription rights for 1.7 million shares, or 61% of the proposed volume of 3 million shares, corresponds to a very high proportion. As long as the share price trades at a significant discount to the book

value, this substantially dilutes existing shareholders. A specific example: were the exchange price of a share to drop to EUR 1, as is now the case, and simultaneously a capital increase were to become imperative, an external investor could buy in on favorable terms at the expense of existing shareholders (dilution). The recent capital increase by Hypo-Real-Estate in Munich, subject to the exclusion of subscription rights, may serve as a graphic demonstration of the unfavorable side effects for existing shareholders as it amounted to a de facto expropriation of the owners.

We have much understanding for management's objection that our Company, particularly during a crisis period, should always have sufficient access to funds. The "strict statement" pledging the use of resources for specific purposes, as stipulated in the invitation to the Shareholders' Meeting, is laudable of course, but it is not legally enforceable since it does not represent an obligation rather merely a statement of intent. No one knows who will be in management in 2014 or if other circumstances could transform today's "hard-sounding statement" suddenly into a "wimpy," non-enforceable cliché. Such misgivings are not at all the result of "hypothetical" assumptions, but instead a legitimate concern, as the rather unconvincing shift in the Management Board and Supervisory Board during the past 12 months has demonstrated. The advantages cited by management, such as the rapid placement of shares in case of emergency or the absence of a prospectus requirement (costs) must be weighed in context critically against the potential disadvantages we have specified.

Currently, the SUSS MicroTec Group has cumulative financial facilities totaling more than EUR 43 million, taking into account credit lines of EUR 9 million, the surety line of more than EUR 4.5 million, the promissory note bond of EUR 9 million, smaller credit lines in Japan, and a cash reserve of EUR 20 million. Including the likewise already existing approved capital of 4.3 million shares and the additional 3 million shares currently proposed, the total nominal amount grows to more than EUR 90 million, depending on the underlying share price. This framework permits sufficient flexibility for a compromise without excessively restricting the management's freedom of action.

Furthermore, the wording should be formulated in such a way that the proceeds from the capital increase must (may) be used only for the operating business and research and development (R&D), in place of the statement of intent favored by management.

The Management and Supervisory Boards are adopting the following position in relation to ADP Investment Management AG's counter-motions:

We consider the counter-motion to agenda item 3 to dismiss Dr. Richter only after the auditor's report is available to be unfounded. The auditor's report cited in the counter-motion relates to an announced motion that cannot be released for a special examination in connection with a cooperative agreement between SUSS MicroTec AG and Thin Materials AG, which was mentioned on page 32 of the quarterly report.

We also regard the counter-motion to agenda item 7 as unfounded. The motion and its justification are also erroneous.

Agenda item 7 involves formulating a resolution to authorize the Management Board to issue convertible bonds and optional bonds and create contingent capital. A resolution for approved capital is not envisioned. To this extent, therefore, the motion is erroneous. Furthermore, it is erroneous to assume that subscription rights for shares should be excluded. Instead, the objective of management's proposed resolution is to authorize the Management Board, with the consent of the Supervisory Board, to exclude subscription rights for convertible or optional bonds. After all, proceeds from a capital increase cannot be involved, but rather cash flows from the issuance of convertible or optional bonds.

In addition, many parts of the motion's justification are inaccurate: The authorization cited by ADP Investment Management AG to exclude subscription rights is consistent with Section 186 (3) (4) AktG. This means that dilution of the investment's value is excluded. In this context, we also refer to the report published by the Management Board in its announcement convening the shareholders' meeting.

The representation of the financial and liquidity situation is inaccurate: ADP Investment Management AG is adding cash funds and credit lines, in the process not taking into account that the credit lines have already been partially drawn. The actual situation is as follows: As of 3/31/2009, the Company had credit lines amounting to EUR 9.3 million, of which EUR 1.8 million were drawn for prepayment bonds and JPY 450 million (approximately EUR 3.4 million) were completely drawn. Similarly, the promissory note bond of EUR 9 million is completely drawn. Therefore, free credit lines of EUR 7.5 million still remain, apart from the surety line of EUR 4.5 million reserved for prepayment bonds and partially drawn in the amount of EUR 1.9 million. Only this amount can be added to cash funds (EUR 16.8 million) and securities (EUR 7.6 million). Consequently, the maximum available amount is not EUR 43 million, but instead only EUR 31.9 million.

Substantively, the motions are also amiss. It is a matter of general practice to base the minimum subscription or conversion price on the share price. It is an established standard to set the minimum subscription or conversion price to 80% of the average Xetra price. In management's proposed resolution, we went even further in the interests of shareholders by requiring that the subscription or conversion price amount to at least 130% of the average Xetra price. In assessing the suitability of the subscription price or potential dilution of the existing shareholders' investment, value must be assigned to the remaining parameters of the convertible or warrant bond (interest rate, term, and issue price of the bond). After all, the authorization to issue

convertible and warrant bonds should complement the existing authorization to issue shares from approved capital if a capital increase is unattractive for the Company and shareholders in view of a low share price.

Garching, Germany, June 11, 2009

SUSS MicroTec AG

Non-Binding English Translation