



SÜSS MicroTec AG

Garching, Germany

Securities Identification Number 722670

ISIN: DE0007226706

We hereby invite our shareholders to the

Ordinary Shareholders' Meeting

to take place on June 24, 2009 at 10:00 a.m.

at Haus der Bayerischen Wirtschaft,

Max-Joseph-Straße 5

80333 Munich, Germany

Agenda

- 1. Submission of the approved annual financial statements of SÜSS MicroTec AG and the approved consolidated financial statements as of December 31, 2008, the condensed Management Report for SÜSS MicroTec AG and the Group, the Report of the Supervisory Board for the 2008 fiscal year, and the Management Board's report in accordance with Section 120 (3)(2) and Section 175 (2)(1) of the German Stock Corporation Law (AktG).**

- 2. Resolution on the discharge of the Members of the Management Board**

The Management and Supervisory Boards propose the following resolution:

“The Members of the Board in the 2008 fiscal year are granted discharge for this period.”

3. Resolution on the discharge of the Members of the Supervisory Board

The Management and Supervisory Boards propose the following resolution:

“The Members of the Supervisory Board in the 2008 fiscal year are granted discharge for this period.”

4. Resolution on the appointment of the auditor and Group auditor

The Supervisory Board proposes the following resolution:

“KPMG AG Wirtschaftsprüfungsgesellschaft in Munich, Germany, is appointed as the auditor and Group auditor for the 2009 fiscal year.”

5. By-election to the Supervisory Board

Dr. Franz Richter resigned from his mandate as a member of the Supervisory Board with effect following the shareholders' meeting on June 24, 2009.

The Company's Supervisory Board, in accordance with Sections 95 and 96 (1) of the German Stock Corporation Law (AktG) in connection with Section 9 (1) of the articles of incorporation, consists of three members, who are chosen by the shareholders' meeting. The shareholders' meeting is not bound to candidate proposals.

The Supervisory Board proposes the following resolution:

“Mr. Sebastian Repegather, residing in Munich, Germany, member of the management of IED Beteiligungs-GmbH, Frankfurt am Main, Germany, and Investment Director at Fidinam S.A., Lugano, Switzerland, is chosen to succeed Dr. Richter as a member of the Supervisory Board for the rest of Dr. Richter's original term of office.”

At the time when the calling of this shareholders' meeting was published in the electronic German Federal Gazette, Mr. Repegather was a member of the following legally established supervisory boards and comparable domestic and foreign supervisory committees of commercial enterprises:

- Sterling Strategic Value Limited, Tortola, British Virgin Islands (member of the Board of Directors).

A proposal is expected to be made to appoint the previous Deputy Chairman of the Supervisory Board Dr. Stefan Reineck as the Chairman of the Supervisory Board.

6. Resolution on repealing contingent capital that has become unnecessary

The Management and Supervisory Boards propose the following resolution:

- “a) Section 5 (3) (2002/I contingent capital) and Section 5 (5) (2004 contingent capital) of the articles of incorporation are repealed.
- b) As a result, the numbering of (4), (6), and (7) of Section 5 of the articles of incorporation change as follows:

Section 5 (4) becomes Section 5 (3), Section 5 (6) becomes Section 5 (4), and Section 5 (7) becomes Section 5 (5).”

7. Resolution on granting authorization for the issuance of convertible and/or optional bonds and the creation of new contingent capital in 2009 along with the corresponding amendment to the articles of incorporation

The Management and Supervisory Boards propose the following resolution:

- “a) The Management Board is authorized, with the approval of the Supervisory Board, to issue bearer (i) convertible bonds and/or (ii) optional bonds ((i) to (ii) jointly referred to hereinafter as “**financial instruments**”) one or more times until June 24, 2014 in a total nominal amount of up to EUR 20,000,000.00 with a term of no more than 15 years and to grant the bearers or creditors of financial instruments conversion rights or options on new bearer shares of the Company with a pro-rata amount of nominal capital of up to a total of EUR 3,000,000.00 in accordance with the detailed provisions of the convertible and warrant bond conditions.

The financial instruments can also be issued in the legal currency of an OECD country other than in euros (with a limit to the corresponding euro equivalent). They can also be issued by direct or indirect majority holding companies of the Company if issuing the financial instruments is in the interest of Group financing. In this case, the Management Board is authorized, with the approval of the Supervisory Board, to take over the guarantees for the financial instruments for the Company and to grant the bearers or creditors of such financial instruments conversion rights or options on new bearer shares of the Company.

The financial instruments are divided into equal partial debentures.

The financial instruments are to be taken over by a consortium of banks with the obligation to offer these to the Company’s shareholders, if they are not offered to the shareholders directly.

However, the Management Board is authorized, with the approval of the Supervisory Board, to fully or partially exclude the subscription right of the Company's shareholders to financial instruments

- for fractional amounts;
- if required, to grant the bearers or creditors of then outstanding options or convertible bonds a subscription right for convertible bonds and optional bonds in the extent to which they would be entitled after exercising the conversion rights or option or after meeting the conversion obligation;
- provided that financial instruments are issued for cash and the issue price does not fall significantly short of the theoretical fair value of partial debentures determined in accordance with recognized financial-mathematical methods. However, this authorization to exclude the subscription right only exists for partial debentures with a conversion right or option or a conversion obligation for shares, to which a pro-rata amount of nominal capital totaling no more than 10% of the nominal capital overall is allotted neither on the effective date nor at the point when this authorization is exercised; in the question of utilizing the 10% limit, the exclusion of the subscription right as a result of other authorizations in accordance with Section 186 (3)(4) of the German Stock Corporation Law (AktG) is to be considered.

In the case of issuance of bearer convertible bonds, the bearers – or otherwise the creditors – of partial debentures receive the right to convert their partial debentures in accordance with the detailed provisions of the convertible bond conditions into new bearer shares of the Company. The exchange ratio is the result of dividing the nominal amount of a partial debenture by the conversion price determined for a bearer share of the Company. The exchange ratio can also be determined by dividing the issue price of a partial debenture below the nominal amount by the conversion price determined for a new bearer share of the Company. It can be stipulated that the exchange ratio in a variable amount and the conversion price within a range to be established are determined depending on the development of the share price during the term or in a certain timeframe within the term. The exchange ratio in every case can be rounded up or down to a whole number; moreover, an additional payment to be made in cash can be stipulated. Moreover, it can be stipulated that fractional amounts are to be combined and/or balanced in currency. The pro-rata amount of nominal capital of the shares to be issued upon conversion may not exceed the nominal amount of

the partial convertible bond. Section 9 (1) and Section 199 (2) of the German Stock Corporation Law (AktG) remain unaffected.

In the case of issuance of optional bonds, one or more warrants are attached to every partial debenture, which qualify the bearers or creditors in accordance with the detailed provisions of the option conditions to be determined by the Management Board with the approval of the Supervisory Board on the acquisition of new Company shares. The pro-rata amount of nominal capital of the shares to be purchased per partial debenture may not exceed the nominal amount of the optional bonds. Section 9 (1) and Section 199 (2) of the German Stock Corporation Law (AktG) remain unaffected. The term of the options may not exceed 15 years.

The Management Board, with the approval of the Supervisory Board, can also issue such bearer or creditor convertible bonds, for which the bearers or creditors of the convertible bonds, in accordance with the detailed provisions of the convertible bond conditions, are required to convert the convertible bonds into new Company shares during or at the end of the conversion period.

Ultimately, the convertible bond conditions can stipulate that, in the case of conversion, the Company will not grant Company shares to conversion beneficiaries, but instead will pay the equivalent in a currency which, in accordance with the detailed provisions of the bond conditions, equals the average price of the Company's shares in the closing auction of Xetra trading (or a functionally comparable successor system put in the place of the Xetra system) on the Frankfurt Stock Exchange during the last one to ten trading days prior to the conversion being declared. The bond conditions can furthermore stipulate that the convertible bonds can be converted into Company shares already in existence instead of into new shares from contingent capital. Alternatively, the options can be met through the delivery of such shares.

Each conversion or option price to be determined for a share of the Company (subscription price) must meet the following requirements:

- If financial instruments are issued before a legal regulation takes effect, and notwithstanding or in addition to the current wording of Section 193 (2)(3) of the German Stock Corporation Law (AktG), the issuance allows for a minimum issue price or the fundamentals according to which this price is calculated to also be determined in a resolution on contingent capital (in any case for the purpose listed in Section 192 (2)(1) of the German Stock Corporation Law (AktG)):

Each conversion or option price to be determined for a share of the Company (subscription price) must, even with a variable exchange ratio or a variable conversion or option price, equal one of the following: (a) 130% of the average closing auction price of the Company's shares in Xetra trading (or a functionally comparable successor system put in the place of the Xetra system) (i) on the ten trading days prior to the day of the resolution by the Management Board on the issue of financial instruments or (ii) on the five trading days directly prior to the public announcement of a tender offer for of financial instruments or (iii) on the five trading days directly prior to the Company issuing the declaration of acceptance after a public request for the issue of tender offers or (b) 130% of the average closing auction price of the Company's shares in Xetra trading (or a functionally comparable successor system put in the place of the Xetra system) during the days on which the subscription rights to financial instruments are traded on the Frankfurt Stock Exchange, with the exception of the last two days of subscription right trading.

- If financial instruments are issued after a legal regulation takes effect, and notwithstanding or in addition to the current wording of Section 193 (2)(3) of the German Stock Corporation Law (AktG), the issuance allows for a minimum issue price or the fundamentals according to which this price is calculated to also be determined in a resolution on contingent capital (in any case for the purpose listed in Section 192 (2)(1) of the German Stock Corporation Law (AktG)):

Each conversion or option price to be determined for a share of the Company (subscription price) must, even with a variable exchange ratio or a variable conversion or option price, equal one of the following: (a) at least 130% of the average closing auction price of the Company's shares in Xetra trading (or a functionally comparable successor system put in the place of the Xetra system) (i) on the ten trading days prior to the day of the resolution by the Management Board on the issue of financial instruments or (ii) on the five trading days immediately prior to the public announcement of a tender offer for financial instruments or (iii) on the five trading days immediately prior to the Company issuing the declaration of acceptance after a public request for the issue of tender offers or (b) at least 130% of the average closing

auction price of the Company's shares in Xetra trading (or a functionally comparable successor system put in the place of the Xetra system) during the days on which the subscription rights to financial instruments are traded on the Frankfurt Stock Exchange, with the exception of the last two days of subscription right trading.

Irrespective of Section 9 (1) and Section 199 (2) of the German Stock Corporation Law (AktG), the conversion or option price may be reduced as a result of a dilution protection clause in accordance with the detailed stipulation of the convertible and warrant-linked bond conditions through the payment of a corresponding amount in currency when a conversion right or option is exercised or a conversion obligation is met or through reducing the additional payment if the following occur: The Company increases its nominal capital during the conversion or option term with the concession of a subscription right for its shareholders or issues or guarantees additional convertible or warrant-linked bonds, or grants other options or conversion rights, and the bearers or creditors of conversion rights or options are not entitled to a subscription right in the extent to which they would be after exercising the conversion rights or option or meeting the conversion obligation. Instead of payment in cash or a reduction of the additional payment, the exchange ratio (if possible) can also be adjusted through division with the reduced conversion price/option price. The convertible and warrant-linked bond conditions can furthermore call for an adjustment of the conversion rights or options in the case of a reduction of capital stock, a stock split, or a special dividend or other measures that can lead to a dilution of the value of the conversion rights or options; Section 9 (1) and Section 199 of the German Stock Corporation Law (AktG) should be noted.

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details regarding the issuance and terms of endowment of financial instruments, particularly the interest rate, issue price, term and division into shares, conversion or option price, and the conversion or option period, or to stipulate these in consultation with the organs of the holding companies issuing the financial instruments.

b) Creation of Contingent Capital

The nominal capital is increased conditionally by up to EUR 3,000,000.00 through the issuance of up to 3,000,000 bearer shares. The sole purpose of the increase in contingent capital stock is to grant stock rights to the bearers or creditors of financial instruments, which are issued in accordance with the aforementioned authorization under lit. a) by the Company until June 24,

2014. The increase in contingent capital stock in accordance with the provision of the convertible bond conditions also serves for the issuance of shares to bearers or creditors of convertible bonds, which come with a conversion obligation. The new shares are issued at each conversion or option price to be stipulated in accordance with lit. a). The increase in contingent capital stock can only be carried out insofar as these rights are exercised or the bearers or creditors obligated to convert these meet this conversion obligation and provided that treasury shares are not provided to satisfy these rights. The new shares participate in profits from the start of the fiscal year in which they appear through the exercise of conversion rights or options or by meeting conversion obligations; this notwithstanding, the Management Board, with the approval of the Supervisory Board, can determine that the new shares participate in profits from the start of the fiscal year for which no resolution of the shareholders' meeting on the use of the balance sheet profit has been made in the timeframe of exercising conversion rights or options or meeting conversion obligations. The Management Board is authorized, with the approval of the Supervisory Board, to stipulate the further details of increasing the contingent capital stock.”

c) Change to the Articles of Incorporation

Section 5 of the articles of incorporation includes a new (6), worded as follows:

“(6) The nominal capital is increased conditionally by up to EUR 3,000,000 through the issue of up to 3,000,000 individual shares (2009 contingent capital). The increase in contingent capital stock is only carried out insofar as

- the bearers or creditors of conversion rights or warrants that are attached to convertible or optional bonds to be issued by the Company or its direct or indirect majority holding companies by June 24, 2014 as a result of the authorization proposal of the shareholders' meeting on June 24, 2009 exercise their conversion rights or options or
- the bearers or creditors of the convertible bonds issued until June 24, 2014 by the Company or its direct or indirect majority holding companies as a result of the authorization proposal of the shareholders' meeting on June 24, 2009 who are obligated to convert meet this requirement.

The new shares participate in profits from the start of the fiscal year in which they arise through the exercise of conversion rights or options or by meeting conversion obligations; this notwithstanding, the Man-

agement Board, with the approval of the Supervisory Board, can determine that the new shares participate in profits from the start of the fiscal year for which no resolution of the shareholders' meeting on the use of the balance sheet profit has been made in the period of exercising conversion rights or options or meeting conversion obligations.”

- d) The Supervisory Board is authorized to adjust the version of Section 5 of the articles of incorporation in accordance with the respective utilization of contingent capital in 2009 and to make all other changes to the articles of incorporation in connection with this that only pertain to the version. This is also the case for not exercising the authorization to issue convertible or optional bonds after the end of the authorization period and for the case of not utilizing the contingent capital in 2009 after expiration of the deadlines for exercising conversion rights and options.”

Report by the Management Board on Item 7 on the Agenda:

The Management Board has prepared a written report on item 7 on the agenda in accordance with Section 221 (4)(2) and Section 186 (4)(2) of the German Stock Corporation Law (AktG). The tenor of this report is communicated as follows:

The authorization for the issuance of convertible and/or optional bonds puts the Company in a position to procure capital, also through the issuance of bonds which come with option or conversion rights to Company shares. At the same time, it should also be possible to issue convertible bonds which come with a conversion obligation.

The Company is expected to be granted the highest possible degree of flexibility in financing through the possibility of issuing convertible or optional bonds. In times when conventional types of financing, for example through bank loans, are difficult to access, authorization to issue convertible and/or optional bonds represents an alternative instrument. This instrument is to be used exclusively for financing the operating business activities and/or activities in the area of research and development of new products. In order to make optimum use of this leeway in the interest of the Company, the Management Board is expected to have the authorization to exclude the subscription right of shareholders to convertible or optional bonds in certain cases with the approval of the Supervisory Board. The proposed authorizations on the subscription right exclusion are in the interest of the Company; they are necessary, fitting, and appropriate.

The Management Board is initially authorized, with the approval of the Supervisory Board, to exclude any fractional amounts arising from the subscription right of shareholders as a result of the subscription ratio. The possibility of excluding the subscription

right for fractional amounts allows for the issuance of convertible or optional bonds while maintaining a viable subscription ratio, thereby making it easier to carry out the subscription right of the shareholders.

The authorization also allows for the subscription right to be excluded insofar as is necessary to grant the bearers of options and conversion rights or of bonds equipped with conversion obligations a subscription right to shares of SÜSS MicroTec AG in the extent to which they would be entitled after exercising the options or conversion rights or meeting the conversion obligations. This additional authorization of the Management Board, with the approval of the Supervisory Board to exclude the subscription right for granting dilution protection to the bearers or creditors of the convertible or optional bonds then issued by the Company, is based on the following considerations: The bearers or creditors of the convertible or optional bonds to be issued by the Company or a holding company are usually granted a dilution protection if the following occur: The Company increases its nominal capital during the conversion or option term while granting a subscription right to its shareholders, or it increases the nominal capital from its own resources, or it issues additional convertible or optional bonds or grants other options, etc. In capital market practice, the dilution protection is either granted by adjusting the convertible or optional bond conditions (compensation payment in cash, reduction of a possible additional payment amount, or adjustment of the exchange ratio) or by granting a subscription right to the new convertible or optional bonds. The Management Board, with the approval of the Supervisory Board, decides which of the two possibilities is appropriate, and does so in a timely manner prior to utilizing the authorization to issue additional convertible or optional bonds. In order to avoid being limited to the first alternative from the outset (compensation payment in cash, reduction of a possible additional payment amount, or adjustment of the exchange ratio), the Management Board is expected to be authorized to exclude the subscription right of shareholders to the new convertible or optional bonds with the approval of the Supervisory Board insofar as is necessary to grant bearers of already-issued convertible or optional bonds a subscription right in the extent to which they would have been entitled had they made use of their conversion right or option prior to being issued new convertible or optional bonds. The new convertible or optional bonds to be issued excluding the subscription right to bearers of convertible or optional bonds are given to these individuals at the same conditions offered to the shareholders of the Company.

Furthermore, the subscription right can be excluded by the Management Board with the approval of the Supervisory Board provided that the respective convertible or optional bonds are issued at a price that does not significantly undercut their theoretical fair value. Excluding the subscription right in this way gives the Company the opportunity to also seize on favorable market situations in the short term and to issue the convertible or optional bonds in the framework of a private placement or a public tender. The interests of shareholders are protected through the modalities of this subscription right ex-

clusion. The volume of the shares to be based on the convertible or optional bonds issued under exclusion of the subscription right through the exercise of the conversion right or option is limited to 10% of the Company's current nominal capital, i.e. subscription or conversion rights to 1,701,912 shares. This overall figure allows for those treasury shares as well as those shares from approved capital that are sold or issued during the period of this authorization under exclusion of the subscription right in accordance with Section 186 (3)(4) of the German Stock Corporation Law (AktG). This protects shareholders from a dilution of their participation quota. Shareholders are protected from an economic dilution of their investment in that the convertible or optional bonds must be issued at a price that does not significantly undercut their theoretical fair value. In order to comply with this requirement, the Management Board will carefully determine the fair value of convertible or optional bonds and potentially with the intervention of an investment bank. Given the determination of the issue price not significantly below the notional fair value as set out in the authorization, the value of the (excluded) subscription right tends towards zero, meaning there is no economic disadvantage to shareholders from a subscription right exclusion, the more so as they are able to sustain their quotable investment through the purchase of shares on the stock market.

Documents Submitted

Upon calling the shareholders' meeting, the following documents were put on display to shareholders on the Company's premises at the headquarters of SÜSS MicroTec AG, Schleißheimer Straße 90 in 85748 Garching, Germany. In addition, copies of these may be sent to any shareholder upon request, immediately and free of charge:

- The annual financial statements of SÜSS MicroTec AG as of December 31, 2008,
- The consolidated financial statements as of December 31, 2008,
- The condensed Management Report as of December 31, 2008,
- The report of the Supervisory Board for the 2008 fiscal year,
- The Management Board's report in accordance with Section 120 (3)(2) and Section 175 (2)(1) of the German Stock Corporation Law (AktG), and
- The report by the Management Board on item 7 on the agenda

Nominal Capital and Voting Rights

The Company's nominal capital amounts to EUR 17,019,126.00 and is divided into 17,019,126 shares. The total number of voting rights amounts to 17,019,126. This information

is based on the time at which the scheduling was published in the electronic German Federal Gazette.

Conditions for Participation

The conditions for participation are set out in Section 121 ff. of the German Stock Corporation Law (AktG) and Section 14 of the articles of incorporation. Shareholders who have registered with the Management Board at the Company's headquarters or at the address listed in the following in writing, telecopy, or via email no later than seven days prior to the shareholders' meeting (i.e. no later than June 17, 2009) and have demonstrated their authorization to participate through a written confirmation of their shareholding by the custodian bank issued in text form (Section 126b of the German Civil Code (BGB)) in the German language and based on the beginning of the 21st day prior to the day of the shareholders' meeting (i.e. June 3, 2009, 12:00 a.m.) are authorized to participate in the shareholders' meeting and exercise the voting right. This written confirmation must arrive at the following address no later than the seventh day prior to the day of the shareholders' meeting (i.e. no later than June 17, 2009).

SÜSS MicroTec AG
c/o Commerzbank AG
WASHV dwpbank AG
Wildunger Straße 14
60487 Frankfurt am Main, Germany
Fax: + 49 (0) 69 / 5099 - 1110
Email: hv-eintrittskarten@dwpbank.de

Vouchers are sent to shareholders who have properly registered and provided proof of share ownership in due form.

Voting Right Representation

Shareholders can also have their voting right exercised at the shareholders' meeting through a proxy, e.g. a financial institution, a shareholder's association, or another person of their choice. If neither a financial institution nor a shareholder's association is authorized, the power of authority is to be issued in writing (Section 126 (1) of the German Civil Code (BGB)); Section 135 of the German Stock Corporation Law (AktG) remains unaffected. Upon request, shareholders will be sent a form for the issue of proxy voting power together with the voucher.

As a special service, we are offering our shareholders the option of having Company employees represent them at the shareholders' meeting. Details on this can be found in the documents sent to shareholders through the custodian bank. In addition, shareholders can find additional information on voting right representation by certain voting right proxies from the Company at the Investor Relations/Shareholders' Meeting 2009 section of the website under www.suss.com.

Inquiries and Proposals

To facilitate the preparation for the shareholders' meeting and to ensure that the Company responds as quickly as possible to inquiries and proposals regarding the shareholders' meeting, we ask that all proposals (including counter motions and candidate proposals) and inquiries be submitted to

SÜSS MicroTec AG
Investor Relations
Schleißheimer Straße 90
85748 Garching, Germany
Fax: + 49 89-32007-336 or the following
Email: ir@suss.com

Counter motions submitted in due form and on time by June 10, 2009 to the address above will be made available to shareholders at the Investor Relations/Shareholder's Meeting 2009 section of the website under www.suss.com.

Garching, Germany, May 2009

SÜSS MicroTec AG
The Management Board