Report of the Management Board on item 6 of the Agenda

The Management Board has prepared the following report on the proposed authorization to exclude subscription rights in accordance with Sections 221 (4)(2), 186 (4)(2) German Stock Corporation Law (AktG):

"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. Having an appropriate amount of capital is an essential foundation for successful performance in the marketplace and the further economic development of the Company. By issuing convertible and/or optional bonds the Company can take advantage of attractive financing conditions depending on the situation in the capital markets in order to obtain capital at a low interest rate. The convertible or options premiums that have been achieved benefit the Company. Furthermore, the bond conditions in the authorization stipulate that the Company does not use any shares from Contingent Capital in order to satisfy conversion or options rights but rather pays out existing treasury shares or the equivalent in cash. As a result, it becomes possible, if necessary, to avoid an effective increase in equity capital at the time of conversion or option exercise, should this not be in the interest of the Company at the relevant time in the future. In addition, it can help prevent a decline in the participation quota (proportionate holdings) of shareholders. The authorization to issue convertible or optional bonds represents an alternative instrument to financing through bank loans. It should be used exclusively for financing the operating business 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 this subscription right exclusion are in the interest of the Company; they are necessary, fitting, and appropriate.

A subscription rights exclusion enables the Company to take advantage of favorable situations in the capital markets rapidly and at short notice. It also makes it possible for the Company to place convertible or optional bonds quickly and flexibly in the market. Particularly in view of the heightened volatility of the capital markets, the issuance of convertible or optional bonds is less attractive if the subscription rights of shareholders are preserved. This partially has to do with the conditions. In order to maintain the shareholders' subscription period, the issue price has to be set at a very early date, which comes at the expense of taking optimal advantage of the situation in the capital markets and the value of the convertible or optional bond. The market risk, which results from the tie-up during the subscription period, generally leads to safety deductions in the conditions of the convertible or optional bonds. Furthermore, a subscription right hampers the alternative placement of convertible or optional bonds with third parties due to the uncertainty of its acceptance by shareholders. Finally, it should be kept in mind that the costs of a private placement are less than the costs of a subscription rights issuance since among other things there is no requirement to draw up a prospectus.

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 Management Board will assign the best possible price to the fractional amounts of partial debentures excluded from the subscription right of shareholders.

The authorization also allows for the subscription right to be excluded insofar as it is necessary to grant the bearers of options and conversion rights or of bonds equipped with conversion obligations a subscription right to shares of SUSS MicroTec AG to the level they would be entitled to 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 Company increases its equity capital during the conversion or option term while granting a subscription right to its shareholders, or it increases the equity 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 those 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 modality of this subscription right exclusion. 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 equity 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 (proportionate holdings). 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."

Garching, May 12, 2010

Frank Averdung

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