

REPORT OF THE SUPERVISORY BOARD

In the following report, the Supervisory Board would like to inform you, dear shareholders, about its activities in the 2010 fiscal year. The primary focus of its deliberations was on strategic investment and divestment projects as well as the relocation of Bonder activities from Waterbury, Vermont, USA, to Sternenfels, Germany.

DEAR SHAREHOLDERS,

In the past fiscal year, we advised the Management Board on directing the Company and monitored its activities. In the process, we fulfilled our responsibilities as required by law, the articles of incorporation, and Company bylaws. The Supervisory Board was involved in all decisions that were of vital importance to the Company. The Management Board coordinated the Company's strategic orientation with us. The Management Board provided us with regular, prompt, and comprehensive information – both in written and verbal form – about corporate planning, business progress, and the Group's current position. When business development deviated from plans, deviations were explained to us in detail and reviewed by us based on available documents and information. We reviewed significant business events extensively on the basis of Management Board's reports and gave our consent to the transactions requiring our approval. During the 2010 fiscal year, the Supervisory Board held a total of eight regular meetings and three extraordinary meetings. All members of the Supervisory Board routinely participated in these meetings. When necessary, the Supervisory Board adopted its decisions by means of document circulation.

In addition to participating in Supervisory Board meetings, the Chairman of the Supervisory Board maintained close contact with the Management Board

and remained apprised of the business situation and significant events. There were no conflicts of interest of members of the Management and Supervisory Boards which required immediate disclosure to the Supervisory Board and at the Shareholders' Meeting.

MEETINGS AND MAIN TOPICS OF DISCUSSION

The Supervisory Board conducted regular discussions of the development of business at SUSS MicroTec AG, its subsidiaries, and the Group, as well as their financial position and investment and divestment projects. The Management Board provided regular and comprehensive information about corporate planning, strategic direction, and the development of order entry, sales, and earnings. Furthermore, the Supervisory Board reviewed the monitoring of the financial reporting process as well as the effectiveness of the internal control system and the risk management system.

In the meeting on January 14, 2010, the Supervisory Board primarily addressed strategic investment and divestment projects. The Supervisory Board adopted a resolution to sell the Test Systems division. The resolution authorized the Management Board to determine and decide on all additional details of the transaction at the prevailing conditions and to negotiate and finalize the sales agreement and related agreements.

In addition, the status of the acquisition of HamaTech APE and other strategic cooperative projects was discussed.

The second regular Supervisory Board meeting was held on February 10, 2010. At that meeting, we dealt in particular with the Management Board's report on the preliminary figures for the 2009 fiscal year. Furthermore, the Supervisory Board occupied itself once again with the sale of the Test Systems division completed on January 27, 2010. The plans presented by the Management Board for the 2010 fiscal year were approved after extensive discussions. In addition,

long-term goals for the performance-based remuneration of the Management Board were examined.

Our auditor participated in the meeting on March 23, 2010. The auditor informed the Supervisory Board about the main results of the audit of the separate and consolidated annual financial statements for the 2009 fiscal year. We discussed with the auditor's representatives accounting issues and other significant issues in the past fiscal year and their impact on the net assets, financial position, and results of operations of the Company and the Group. Furthermore, the auditor explained to us the main findings of the audit of the separate and the consolidated financial statements. We acknowledged the Management Board's report for the 2009 fiscal year and the current business situation. Following an in-depth examination, the Supervisory Board approved the separate and the consolidated financial statements of SUSS MicroTec AG prepared for the 2009 fiscal year by the Management Board. In addition, the Supervisory Board's report for the past fiscal year was adopted by resolution. The Supervisory Board also set the short-term targets and the long-term, three-year goals for the Management Board's bonus agreements. Furthermore, we discussed potential agenda items for the Shareholders' Meeting on June 23, 2010. The Supervisory Board also continued to occupy itself extensively with future trends in the Lithography division as well as with the current situation in the Bonder division.



DR. STEFAN REINECK
Chairman of the Supervisory Board

In the fourth regular meeting, on April 29, 2010, the Supervisory Board addressed the current figures for the first quarter of 2010 and the forecast for the entire year. The agenda and proposals for the Shareholders' Meeting on June 23, 2010 were approved. The Management Board briefed the Supervisory Board on cooperation with the company Thin Materials and the progress made with other strategic projects. Additionally, the topic of an increase in capital stock was also discussed in this meeting.

Following this meeting, the Supervisory Board conducted and documented an examination of the efficiency of its activities, in accordance with Section 5.6 of the German Corporate Governance Code. No deficiencies were identified during this review.

The examination of the efficiency of the Supervisory Board's activities is conducted at regular intervals by all members of the Supervisory Board exclusively in full council on the basis of Company-specific questions and checklists.

In the extraordinary meetings on May 10 and May 11, 2010, the Supervisory Board dealt intensively with the topic of an increase in capital stock and adopted the resolutions necessary for execution.

In the extraordinary meeting on May 27, 2010, the Management Board informed us about the planned schedule for the relocation of the Bonder division. The Supervisory Board approved the Management Board's motion to relocate production, research and development, and product management to the Sternenfels, Germany, site. Furthermore, the decision was reached to move the North American service and sales organization and applications center from Waterbury, Vermont, to California. In addition, the Supervisory Board occupied itself with the equity capital guarantee issued in connection with the acquisition of shares in HamaTech APE GmbH & Co.KG by Singulus Technologies AG. The Management Board briefed the Supervisory Board about the claims asserted in this context by SUSS MicroTec AG vis-à-vis Singulus Technologies AG.

In the meeting on June 23, 2010, immediately before the ordinary Shareholders' Meeting, the Management Board informed us about the current business situation. Furthermore, we received an update from the Management Board about the relocation of the Bonder activities.

On August 2, 2010, the sixth ordinary Supervisory Board meeting was held. At this meeting, the figures for the second quarter as well as the current outlook for the entire year were discussed. The Management Board explained the current status of various strategic projects, particularly the status of the Bonder relocation and a number of cooperative undertakings.

In the Supervisory Board's meeting on November 2, 2010, the Management Board reported on the current business situation in the third quarter as well as the outlook for the full year. In addition, the Management Board provided information on the status of the Bonder relocation. The Supervisory Board reviewed the Group's main research and development projects. Furthermore, it examined the topics of temporary bonding and the relocation of the North American service and sales organization and the applications center from Vermont to California. In addition, we adopted a resolution on a declaration of compliance with the German Corporate Governance Code.

The last meeting of the 2010 fiscal year, on December 16, 2010 focused on the current business situation and preliminary planning for the coming fiscal year. The current status of strategic projects, particularly the relocation of Bonder activities and the North American service and sales organization and the applications center, were reviewed. The Management Board introduced the recently concluded cooperative agreement with the company Rolith. Other topics of deliberation were the possible admission to the TecDAX and the new situation that had arisen due to the complete withdrawal of Sterling Strategic Value Limited's investment in SUSS MicroTec AG.

CORPORATE GOVERNANCE

The Supervisory Board again concerned itself during the 2010 fiscal year with the content and implementation of the German Corporate Governance Code. Information on the Company's corporate governance as well as an extensive report on the amount and structure of remuneration for the Management and Supervisory Boards are provided in a separate Corporate Governance Report on pages 39 et seq of the Annual Report. In their meetings on November 2, 2010, the Management and Supervisory Boards approved the declaration of compliance pursuant to Section 161 of the German Stock Corporation Law (AktG) and made this declaration permanently available to shareholders on the Company's website. In its meeting on December 16, 2010, the Supervisory Board once again occupied itself extensively with the latest recommendations of the Code regarding the composition of the Supervisory Board. Furthermore, the Supervisory Board determined that it has, in its judgment, a sufficient number of independent members. In addition, the Supervisory Board determined that it had pursued the continuing education of its members adequately through the participation of individual Board members in appropriate seminars and discussion events as well as through current professional literature. The pros and cons of a performance-based remuneration component for the Supervisory Board were discussed in detail.

AUDIT OF THE SEPARATE AND CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, Germany, audited the separate annual financial statements and management report of SUSS MicroTec AG as of December 31, 2010 prepared in accordance with the German Commercial Code (HGB), as well as the consolidated annual financial statements and Group management report as of December 31, 2010 and issued an unqualified audit opinion for both. The consolidated financial statements and Group management report were prepared in accordance with Section 315a of the HGB based on International Financial Reporting Standards as they are to be applied in the EU. The auditor conducted the audit in accordance with the generally accepted accounting principles promulgated by the Institute of Public Auditors in Germany (IDW) and with the International Standards on Auditing (ISA).

The audit reports of KPMG AG Wirtschaftsprüfungsgesellschaft were presented to all members of the Supervisory Board and were extensively addressed at the financial statements meeting of the Supervisory Board on March 29, 2011 in the presence of the auditor. The auditor reported on the primary results of the audit and stated that there were no substantive weaknesses in the internal control and risk management systems. In particular, the auditor provided explanations of the net assets, financial position, and results of operations of the Company and the Group and was available to us in order to provide additional information. The auditor also elaborated on the scope, key findings, and costs of the audit.

We audited the annual financial statements of the Company and the Group as well as the condensed management report in the Group management report. There were no objections. We noted with approval the reports of the auditor after a detailed examination of the reports.

The separate annual financial statements prepared by the Management Board were approved by the Supervisory Board and, thus, adopted. The Supervisory Board also approved the consolidated annual financial statements. We approved the combined management report of the Corporation and the Group and, in particular, the assessment regarding the further development of the Company.

CHANGES IN THE SUPERVISORY AND MANAGEMENT BOARDS

There were no personnel changes in either the Management Board or the Supervisory Board during the 2010 fiscal year.

The Supervisory Board recognizes that important strategic initiatives were launched and introduced operationally in the past fiscal year, which placed extraordinary demands on the members of the Management Board and all employees. The Supervisory Board expresses its tremendous gratitude and appreciation to the members of the Management Board and all employees for their dedicated work in the past fiscal year.

Garching, Germany, March 29, 2011

On behalf of the Supervisory Board,



Dr. Stefan Reineck
Chairman of the Supervisory Board