

**Explanatory notes on the rights of shareholders in accordance with Section 121 (3)(3)(3) of the German Stock Corporation Law (AktG)**

**1. Additions to the agenda**

In accordance with Section 122 (2) AktG, shareholders whose shares total one-twentieth of the equity capital or a pro rata amount of € 500,000.00 may request that items be placed on the agenda and announced. Each new item must be accompanied by supporting information or a formal resolution proposal. Such a request must reach the Management Board of SUSS MicroTec AG in writing at least 30 days prior to the Shareholders' Meeting (whereby the day of the Shareholders' Meeting and the day of arrival are not included), thus at the latest on May 2, 2015 at midnight (CEST), at the following address.

SUSS MicroTec AG  
Management Board  
Schleißheimer Straße 90  
85748 Garching

Additions to the agenda – to the extent that they have not already been announced upon the meeting's convention – are to be announced immediately upon receipt of the request in the Federal Gazette and forwarded to such media that can be assumed to disseminate the information throughout the European Union. They will also be announced on the Company's website at [www.suss.com](http://www.suss.com) under Investor Relations / Shareholders' Meeting and conveyed to the shareholders.

The regulations of the German Stock Corporation Law on which these shareholder rights are based read as follows:

*Section 122 AktG states:*

“Section 122 Convening at the request of a minority

- (1) The Shareholders' Meeting is to be convened if the shareholders whose shares total one-twentieth of the equity capital request its convening in writing, indicating the purpose and reasons. The request is to be addressed to the Management Board. The articles of incorporation may link the right to request the convening of the Shareholders' Meeting to another form and to ownership of a smaller percentage of equity capital. Section 142 (2)(2) shall apply accordingly.
- (2) In the same manner, shareholders whose shares total one-twentieth of the equity capital or a pro rata amount of € 500,000 may request that items be placed on the agenda

and announced. Each new item must be accompanied by supporting information or a formal resolution proposal. The request in the meaning of Sentence (1) must be received by the Company no later than 24 days, or in the case of listed companies no later than 30 days, prior to the meeting; the day of receipt shall not be counted.

- (3) If the request is not granted, the court may authorize the shareholders who made the request to convene the Shareholders' Meeting or announce the agenda item. At the same time, the court can determine the chairman of the meeting. The convening or announcement must refer to the authorization. An appeal can be made against the decision.
- (4) The Company bears the costs of the Shareholders' Meeting and in case of Paragraph 3 also the legal expenses if the court has granted the motion."

*Section 142 (2)(2) AktG states:*

"The parties presenting the motion must demonstrate that they are shareholders at least three months prior to the day of the Shareholders' Meeting and that they hold the shares until the decision about the motion."

### **2. Counter-motions and nominations in accordance with Section 126 (1), Section 127 German Stock Corporation Law (AktG)**

In accordance with Section 126 (1) German Stock Corporation Law (AktG), every shareholder of the Company is entitled to submit counter-motions against a proposal of the Management Board and/or the Supervisory Board regarding a particular agenda item. Counter-motions must include an explanatory statement. In accordance with the more detailed specifications of Section 126 (1) and (2) AktG, counter-motions are to be made available if they reach the Company at the address stated below at least 14 days prior to the Shareholders' Meeting, thus at the latest on May 18, 2015 at midnight (CEST).

In addition, in accordance with the more detailed specifications of Section 127 AktG, every shareholder can make a nomination for the election of Supervisory Board members or auditors. Such nominations, however, do not need to be justified. In addition to the reasons specified in Section 126 (2) AktG, the Management Board does not need to make a nomination available if the nomination does not include the name, profession, and residence of the candidate.

In accordance with the more detailed specifications of Sections 127, 126 (1) and (2) AktG, nominations are to be made available if they reach the Company at the address stated below

at least 14 days prior to the Shareholders' Meeting, thus at the latest on May 18, 2015 at midnight (CEST).

Shareholder motions and nominations should be sent exclusively to the following address:

SUSS MicroTec AG  
Investor Relations  
Schleißheimer Straße 90  
85748 Garching, Germany  
Fax: +49 89 32007-451 or to the following  
email address: [ir@suss.com](mailto:ir@suss.com)

Motions and nominations addressed otherwise will not be considered.

Subject to Section 126 (2) and (3) AktG, motions and nominations by shareholders to be announced are published, including the name of the shareholder and – in case of nominations – the justification and possible opinions of the management, at the Company's website at [www.suss.com](http://www.suss.com) under Investor Relations / Shareholders' Meeting.

The right of each shareholder to submit motions and nominations regarding various agenda items during the Shareholders' Meeting even without prior notification of the Company is unaffected.

The regulations of the German Stock Corporation Law, on which these shareholder rights are based, that also specify under which conditions the publication of counter-motions and nominations is not required read as follows:

Section 126 AktG states:

“Section 126 Motions by shareholders

- (1) Motions by shareholders, including the name of the shareholder, the reason, and any comment by the management, are to be made available to those entitled as specified in Section 125 (1) to (3) if the shareholder has sent a counter-motion to a proposal by the Management Board and the Supervisory Board regarding a certain agenda item along with the reason to the designated address stated in the announcement convening the Company meeting at least 14 days prior to the meeting. The day of receipt shall not be counted. In the case of listed companies, the material shall be made accessible on the website of the company. Section 125 (3) shall apply accordingly.
- (2) A counter-motion and its reason do not need to be made accessible,

1. if the Management Board would become criminally liable by reason of such communication,
2. if the counter-motion would lead to a resolution of the Shareholders' Meeting that would be illegal or would violate the articles of incorporation,
3. if the reason includes statements which are obviously false or misleading in material respects or are libelous,
4. if a counter-motion of the shareholder based on the same facts has already been made accessible to a Shareholders' Meeting of the Company in accordance with Section 125,
5. if the same counter-motion of the shareholder with essentially the same reason has already been made accessible to at least two Shareholders' Meetings of the Company in accordance with Section 125 and less than one-twentieth of the equity capital represented at the Shareholders' Meeting voted for it,
6. if the shareholder indicates that he or she will not participate in the Shareholders' Meeting or be represented, or
7. if within the last two years at two Shareholders' Meetings the shareholder has failed to make or cause to be made on his or her behalf a counter-motion communicated by him or her.

The reason does not need to be made accessible if it exceeds a total of 5,000 characters.

- (3) If several shareholders submit counter-motions to the same item of the resolution, the Management Board may combine the counter-motions and their reasons.”

*Section 127 AktG states:*

"Section 127 Election nominations by shareholders

“Section 126 applies accordingly for the proposal of a shareholder regarding the election of Supervisory Board members or auditors. The nomination does not need to be supported by a statement of the reasons. The Management Board does not need to make the nomination accessible if the proposal does not include information in accordance with Section 124 (3)(3) [Sentence (4) is intended] and Section 125 (1)(5).”

*Section 124 (3)(4) AktG states:*

“The nomination for the election of Supervisory Board members or auditors must indicate their name, profession, and place of residence.”

### 3. Right to information

Each shareholder shall upon request be provided with information at the Shareholders' Meeting by the Management Board regarding the Company's affairs, to the extent that this information is necessary to allow for a proper evaluation of an agenda item. The right to information also extends to the legal and business relationships of the Company with affiliates as well as to the situation of the Group and the companies included in the consolidated financial statements. Under certain conditions elaborated upon in Section 131 (3) AktG, the Management Board may refuse to provide the information.

The regulations of the German Stock Corporation Law, on which these shareholder rights are based, that also specify under which conditions the Management Board may decline to answer questions, read as follows:

*Section 131 AktG states:*

#### “Section 131 Shareholder’s right to information

- (1) Each shareholder shall upon request be provided with information at the Shareholders’ Meeting by the Management Board regarding the Company’s affairs, to the extent that this information is necessary to allow for a proper evaluation of an agenda item. The duty to provide information shall also extend to the company’s legal and business relations with any affiliated company. If a company makes use of the simplified procedure in accordance with Section 266 (1)(2), Section 276, or Section 288 of the German Commercial Code, every shareholder may request that the annual financial statements be presented to him/her at the Shareholders’ Meeting in the form that would have been used if the simplified procedure had not been applied. The duty of the Management Board of a parent company (Section 290 (1) and (2) of the German Commercial Code) to provide information at the Shareholders’ Meeting presented with the consolidated financial statements and the Group management report, extends to the situation of the Group and the companies included in the consolidated financial statements.
- (2) The information must conform to the principles of conscientious and honest accounting. The articles of incorporation or the Company bylaws in accordance with Section 129 may authorize the chairperson of the meeting to limit the number of questions and speaking time of shareholders as appropriate and stipulate further rules in this regard.
- (3) The Management Board may refuse to provide information,
  1. insofar as, based on sound business judgment, providing the information would have the potential of causing material harm to the Company or an affiliate;

2. insofar as it relates to valuations for tax purposes or the amount of individual taxes;
3. about the difference between the amount at which items are recognized in the annual statement of financial position and a higher value that these items have, unless the Shareholders' Meeting adopts the annual financial statements;
4. about the accounting and valuation methods, insofar as the disclosure of these methods in the Notes suffices to provide a clear view of the actual condition of the net assets, financial position, and results of operations of the Company within the meaning of Section 264 (2) of the German Commercial Code; this does not apply if the Shareholders' Meeting adopts the annual financial statements;
5. insofar as the Management Board would become criminally liable by providing the information;
6. insofar as, in the case of a credit institution or financial services institution, information need not be provided about the accounting and valuation methods applied and offsetting undertaken in the annual financial statements, the management report, the consolidated financial statements, or the Group management report;
7. insofar as the information has been continuously accessible on the website of the Company for at least seven days prior to the beginning of and during the Shareholders' Meeting.

The information may not be withheld for other reasons.

- (4) Should information have been provided to a shareholder in his/her capacity as a shareholder outside the Shareholders' Meeting, such information will be provided to any other shareholder upon request at the Shareholders' Meeting, even if the information is not necessary for proper assessment of the agenda item. In accordance with Section 3 (1)(1) to (4), the Management Board may not withhold the information. Sentences 1 and 2 do not apply if a subsidiary (Section 290 (1) and (2) of the German Commercial Code), a joint venture (Section 310 (1) of the German Commercial Code), or an associated company (Section 311 (1) of the German Commercial Code) provides information to a parent company (Section 290 (1) and (2) of the German Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent company and the information is needed for this purpose.
- (5) If a shareholder is denied information, he or she may request that his/her question and the reason for withholding the information be recorded in the minutes of the meeting."