

Explanatory notes of the Management Board in accordance with Section 176 (1) AktG regarding the statements pursuant § 289 Abs. 4, § 315 Abs. 4 HGB

The subscribed capital of SUSS MicroTec AG of € 19,115,538 is divided into 19,115,538 shares with voting rights. Since 7/5/2011, the shares have been registered; previously they were bearer shares. There are no separate classes of shares.

The Management Board of the Company is not aware of any restrictions regarding voting rights or the transfer of shares.

As of the reporting date, there are no direct or indirect holdings of capital in SUSS MicroTec AG that exceed 10%.

No extraordinary rights of shareholders that grant controlling authority exist.

The rules for appointing members of the Management Board of SUSS MicroTec AG and asking them to step down are set out in Sections 84 et seq of the German Stock Corporation Law (AktG). The articles of incorporation do not include any additional provisions in this regard. The number of members of the Management Board is determined by the Supervisory Board in accordance with Section 7 of the articles of incorporation. The Supervisory Board may also appoint the Chief Executive Officer or the spokesperson for the Management Board and another member to serve as Deputy Chairman.

Changes to the articles of incorporation are governed by Sections 133 and 179 AktG. In accordance with Section 26 (1) of the articles of incorporation in connection with Section 179 (2)(2) half-sentence 2 AktG, amendments to the articles of incorporation may be approved with a simple majority of the equity capital represented during the resolution. In accordance with Section 17 (3) of the articles of incorporation in connection with Section 179 (1)(2) AktG, the Supervisory Board is authorized to undertake amendments to the articles of incorporation which pertain only to the wording.

The authorization of the Management Board to issue or acquire treasury shares are based on the corresponding resolutions of the Shareholder's Meetings held in 2011 and 2013.

By resolution of the Shareholders' Meeting on June 21, 2011, the Management Board is authorized to increase the equity capital of the Company in the period until June 21, 2016 with the approval of the Supervisory Board on one or more occasions up to a total of € 6,500,000 by issuing up to 6,500,000 new shares in exchange for contributions in cash or in kind. The Management Board is also authorized to exclude the subscription rights of shareholders with the approval of the Supervisory Board and under certain conditions.

By resolution of the Shareholders' Meeting on June 19, 2013, the Management Board is authorized to increase the equity capital of the Company in the period until June 18, 2018 with the approval of the Supervisory Board on one or more occasions up to a total of € 2,500,000 by issuing up to 2,500,000 new shares in exchange for contributions in cash or in

kind. The Management Board is also authorized to exclude the subscription rights of shareholders with the approval of the Supervisory Board and under certain conditions.

By resolution of the Shareholders' Meeting on June 19, 2010, the Management Board is authorized, with the approval of the Supervisory Board, to acquire by June 18, 2018 treasury shares of the Company up to a total of 10% of the equity capital existing at the time of the resolution in the amount of € 19,115,538.00. At no time may more than 10% of the equity capital accrue to the acquired shares together with other treasury shares, which are owned by the Company or are attributable to it in accordance with Sections 71a et seq German Stock Corporation Law (AktG). The authorization may not be utilized for the purpose of trading in treasury shares. The acquisition may occur after the election of the Management Board via the stock exchange or by means of a public tender offer directed to all shareholders or of a public invitation to all shareholders to submit an offer for sale. The Management Board is authorized, with the approval of the Supervisory Board, to use the treasury shares acquired on the basis of this authorization for any legal purpose.

As of the reporting date, an unlimited credit agreement in the amount of € 1.5 million included an extraordinary right of termination in case of a change in business conditions / change-of-control and the parties were unable in a timely manner to reach an agreement on proceeding under possibly different conditions, for example with respect to interest, security, or other arrangements. The other credit agreements are not subject to a change-of-control condition following a takeover bid.

There are no other significant agreements on the part of SUSS MicroTec AG subject to the condition of a change of control resulting from a corporate takeover bid.

No compensation agreements or similar with employees or members of the Management Board exist in the event of a corporate takeover bid.

We point out that the essential characteristics of the internal control and risk management system with regard to the accounting process in accordance with Sections 289 (5) and 315 (2)(5) of the German Commercial Code are described in the management report of SUSS MicroTec AG and in the Group management report.