

REPORT OF THE SUPERVISORY BOARD

In the following report, the Supervisory Board would like to inform you, dear shareholders, about its activities in the 2014 fiscal year.

DEAR SHAREHOLDERS,

The Supervisory Board fulfilled its responsibilities as set forth by law, the articles of incorporation, and Company bylaws in the reported fiscal year by advising the Management Board on directing the Company and monitoring its activities. 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 the Supervisory Board and provided it 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 in detail and reviewed by the Supervisory Board based on available documents and information. The Supervisory Board discussed significant business events extensively with the Management Board. Furthermore, the Supervisory Board gave its consent to the transactions requiring its approval. During the 2014 fiscal year, the Supervisory Board held a total of seven ordinary meetings and two extraordinary meetings. Except for the meeting on May 6, 2014, all members of the Supervisory Board routinely participated in the meetings. The ordinary Supervisory Board meeting on May 6, 2014 was held without the participation of Mr. Pegam. When necessary, the Supervisory Board adopted its decisions by means of document circulation.

As in previous years, 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. In addition, the Deputy Chairman of the Supervisory Board interacted regularly with the Management Board and the auditors, the BDO AG Wirtschaftsprüfungsgesellschaft, headquartered in Hamburg, branch office Munich, regarding accounting topics and the auditing of the annual financial statements.



Dr. Stefan Reineck
Chairman of the Supervisory Board

MEETINGS AND MAIN TOPICS OF DISCUSSION

The Supervisory Board conducted regular discussions of the financial position, investment projects, and the development of business at SUSS MicroTec AG, its subsidiaries, and the Group. The Management Board provided comprehensive information about corporate planning, strategic direction, and the development of order entry, sales, liquidity, and earnings. In addition, the Supervisory Board reviewed the monitoring of the financial reporting process as well as the effectiveness of the internal control system, the risk management system, and the independence of the auditor. The main topics of the Supervisory Board meetings are discussed below.

On February 11, 2014, the first ordinary Supervisory Board meeting of the 2014 fiscal year was held. At this meeting, the Supervisory Board held intensive discussions about the Management Board's report on the fourth quarter of 2013 and about the preliminary figures for the 2013 fiscal year. Plans for the 2014 fiscal year were discussed intensively and adopted by resolution. In addition, discussions were held on the medium-term plans for 2014–2016 and the Company's strategic orientation. Deliberations continued with the Management Board on the targets and bonus plan for the 2014 fiscal year. In addition, 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.

After an orderly selection process and thorough interviews, on March 6, 2014 the appointment of Mr. Walter Braun as a member of the Management Board was approved by circular resolution and his employment contract was agreed upon.

Representatives of the auditor, BDO AG Wirtschaftsprüfungsgesellschaft, participated in the second meeting on March 26, 2014. The auditor informed the Supervisory Board about the key results of the audit of the annual and consolidated financial statements for the 2013 fiscal year. The auditor explained to the Supervisory Board the main findings of the audit of the separate and consolidated financial statements. The Supervisory Board acknowledged the Management Board's report for the 2013 fiscal year and on the current business situation in the first quarter of 2014. Following an in-depth examination, the Supervisory Board approved the annual and consolidated financial statements of SUSS MicroTec AG prepared for the 2013 fiscal year by the Management Board. In addition, the Supervisory Board's report for the reported fiscal year was adopted by resolution. The Management Board gave the Supervisory Board an update on the status of the Substrate Bonder division and the situation at SUSS MicroTec Photonic Systems. The topic of sustainability at SUSS MicroTec was also discussed in detail. The Supervisory Board adopted a resolution regarding the bonus for the Management Board for the 2013 fiscal year. In addition, the agenda and proposals for the Shareholders' Meeting on June 17, 2014 were discussed and adopted by resolution. Furthermore, in the meeting on March 26, 2014, a resolution was adopted regarding the sale of capital shares in Electron Mec S.R.L., Milan, Italy, in which the Management Board was authorized to determine and decide upon all additional details of the transaction under the agreed upon conditions and to negotiate and conclude the necessary contracts.

On May 6, 2014, the third ordinary Supervisory Board meeting was held. The Supervisory Board addressed the current figures for the first quarter of 2014 and the forecast for the entire year. During this meeting, the Management Board provided the Supervisory Board with an update on the situation at SUSS MicroTec Photonic Systems and reported about a visit to the Fraunhofer Institute for Reliability and Microintegration in Berlin.

In the meeting on June 17, 2014, immediately prior to the ordinary Shareholders' Meeting, the Management Board informed the Supervisory Board about the current business situation and gave a short briefing on the upcoming ordinary Shareholders' Meeting. During this meeting, the Supervisory Board received another update on the situation at SUSS MicroTec Photonic Systems, particularly for the scanner systems and laser tools. Mr. Walter Braun participated in the meeting as a guest.

On July 3, 2014, the Supervisory Board approved by circular resolution the granting of joint procuracy to Mr. Walter Braun for all German subsidiaries.

On August 5, 2014, the fifth ordinary Supervisory Board meeting was held. In this meeting, the Supervisory Board was given an update on ongoing business operations and the outlook for the entire year. The Management Board and Supervisory Board discussed the status of the strategic orientation of individual product lines, particularly coaters / developers and the area of exposure. Here the Supervisory Board was introduced, among other things, to the newly established Exposure Task Force. The Supervisory Board also approved the schedule of responsibilities for the Management Board. Another focal point was SUSS MicroTec's positioning given the current situation in the markets for the manufacturers of semiconductor equipment, particularly in the mid- and Back-end. The intensification of the M & A activities of other companies in SUSS MicroTec's sector and their impact on the Company were discussed in the process.

After an intensive discussion within the Supervisory Board, a resolution to revoke the appointment of Mr. Frank Averdung as a member of the Management Board was adopted in an extraordinary Supervisory Board meeting (by telephone) on August 24, 2014.

On August 28, 2014, the second extraordinary Supervisory Board meeting of 2014 was held. At this meeting, the initial results of the Exposure Task Force were presented and the Supervisory Board was given an update on the status of SUSS MicroTec Photonic Systems. The Supervisory Board approved the schedule of responsibilities for the Management Board.

On November 4, 2014, the sixth ordinary Supervisory Board meeting was held. The Management Board reported on the current business situation in the third quarter and provided an updated outlook for the entire year. The focal points of the meeting were the area product development and the development road map for 2015 as well as the termination agreement with the former member of the Management Board Mr. Frank Averdung. In addition, a resolution was adopted to extend the appointment of Mr. Michael Knopp, whose term would have expired on July 31, 2015, until July 31, 2020, as well as the conclusion of a new employment contract with Mr. Knopp for this period and an addendum to the existing employment contract. During the meeting, the declaration of compliance and the auditing issues for the 2014 annual financial statements were discussed. The meeting also addressed Industry 4.0 and the related challenges and opportunities for SUSS MicroTec.

The last meeting of the 2014 fiscal year, which was held on December 11, 2014, focused on the current business situation and preliminary planning for the 2015 fiscal year. Furthermore, the Supervisory Board dealt extensively with corporate governance, particularly with the topics of the declaration of compliance and the fraud catalog of BDO AG Wirtschaftsprüfungsgesellschaft. In addition, the Supervisory Board addressed risk management at SUSS MicroTec. Other Management Board affairs were on the agenda.

COMMITTEES

The Supervisory Board did not form any committees because it consisted of only three members in the 2014 fiscal year.

CORPORATE GOVERNANCE

During the 2014 fiscal year, the Supervisory Board again concerned itself 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 is provided in the Remuneration Report section of the condensed Management Report on pages 41 et seq. In January 2014, the Management and Supervisory Boards approved the annual 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 February 11, 2014, 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 2014 fiscal year, there were no conflicts of interest of members of the Management and Supervisory Boards which required disclosure to the Supervisory Board and at the Shareholders' Meeting.

AUDIT OF THE SEPARATE AND CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

BDO AG Wirtschaftsprüfungsgesellschaft, headquartered in Hamburg, branch office Munich, audited the separate annual financial statements and management report of SUSS MicroTec AG as of December 31, 2014 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, 2014, and issued an unqualified audit opinion for both. The consolidated financial statements and consolidated management report were prepared in accordance with Section 315 a of the HGB based on the International Financial Reporting Standards, as they are to be applied in the EU. The auditor conducted the audit in accordance with the generally accepted German accounting principles promulgated by the Institute of Public Auditors in Germany (IDW).

The audit reports of BDO AG Wirtschaftsprüfungsgesellschaft, headquartered in Hamburg, branch office Munich, were presented to all members of the Supervisory Board and were extensively addressed at the financial statements meeting of the Supervisory Board on March 26, 2015 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 on the net assets, financial position, and results of operations of the Company and the Group and was available to the Supervisory Board in order to provide additional information. The auditor also elaborated on the scope, key findings, and costs of the audit. The focal points of this year's group audit included the valuation of impairment of assets in the Bonding business and the business of SUSS MicroTec Photonic Systems Inc. (USA), the recognition and measurement of provision requirements, the measurement of deferred tax assets, the assessment of potential risks from plan derivations and decreased margins in the individual product segments as well as foreign currency risks in Asia, especially in Japan.

The Supervisory Board audited the annual financial statements of the Company and the Group as well as the condensed management report of SUSS MicroTec AG in the Group management report. There were no objections. The Supervisory Board 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. The Supervisory Board approved the combined management report of the Corporation and the Group and, in particular, the assessment regarding the further development of the Company.

COMPOSITION OF THE MANAGEMENT AND SUPERVISORY BOARDS

There were two changes in the composition of the Management Board in the 2014 fiscal year. On July 1, 2014, Mr. Walter Braun was appointed as Chief Operating Officer to the Management Board of SUSS MicroTec AG. In an extraordinary meeting on August 24, 2014, the Supervisory Board revoked the appointment of Mr. Frank Averdung as a member of the Management Board. By resolution on November 4, 2014, Mr. Michael Knopp's contract was extended until July 31, 2020.

The Supervisory Board remained unchanged in the 2014 fiscal year.

THANKS

The Supervisory Board would like to express its tremendous gratitude and appreciation to the members of the Management Board and all employees for their hard work during the reported fiscal year.

Garching, Germany, March 26, 2015



Dr. Stefan Reineck
Chairman of the Supervisory Board