

Invitation to the Shareholders' Meeting of

SUSS MicroTec AG

Garching

Securities Identification Number 722 670

ISIN: DE 000 722 6706

and

Securities Identification Number A0J CZ2

ISIN: DE 000 A0J CZ28

We hereby invite our shareholders to the

Ordinary Shareholders' Meeting

to be held on

Tuesday, June 20, 2006 at 10:00 a.m.

at the Haus der Bayerischen Wirtschaft, Max-Joseph-Straße 5, 80333 Munich.

Agenda

- 1. Presentation of the approved annual financial statements of SUSS MicroTec AG and of the approved consolidated financial statements as of December 31, 2005, of the condensed management report for SUSS MicroTec AG and the Group as well as the report of the Supervisory Board regarding fiscal year 2005**

- 2. Resolution on the discharge of the members of the Management Board**

The Management Board and Supervisory Board propose passing the following resolution:

“The members of the Management Board in fiscal year 2005 shall be granted a discharge for this time period.”

- 3. Resolution on the discharge of the members of the Supervisory Board**

The Management Board and Supervisory Board propose passing the following resolution:

“The members of the Supervisory Board in fiscal year 2005 shall be granted a discharge for this time period.”

4. Resolution on the appointment of auditors and Group auditors

The Supervisory Board proposes passing the following resolution:

“KPMG Deutsche Treuhand-Gesellschaft Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft in Munich shall be appointed auditors and
Group auditors for fiscal year 2006.“

5. Resolution on modifications to the articles of association

The Management Board and Supervisory Board propose passing the following resolution:

§ 15 Para. 2 through 4 of the articles of association shall be newly formulated as follows:

- “(2) The shareholders’ meeting shall be convened by the Management Board or in legally prescribed cases, by the Supervisory Board.
The annual meeting is to be convened at least 30 days before the day upon which the shareholders must register. The day of convening and the last day of the registration period (§ 15 Para. 3 Sentence 2 of the articles of association) are not to be included in the setting of these time periods.
- (3) Shareholders entitled to attend the shareholders’ meeting and to exercise a voting right are those shareholders who have registered on time in accordance with Sentence 2 and who have verified their authorization to attend in accordance with Sentence 3. Registration must take place with the Management Board at the registered office of the Company or at another location as specified in the notice of meeting either in writing, by telex, facsimile or via another electronic method to be described in more detail in the invitation from the Company, on the seventh day before the meeting at the latest. Shareholders shall verify their authorization to attend the shareholders’ meeting by means of a certificate of their shareholdings issued by the institute administering the account and relating to the shareholdings at the beginning of the 21st day before the date of the shareholders’ meeting, prepared in text form (§ 126b BGB, German Civil Code) in the German language; this certificate must be received by the location as communicated in the notice of meeting by the seventh day before the day of the shareholders’ meeting, at the latest.

- (4) The details regarding registration, verification of authorization to attend and the issuing of admission cards are to be communicated in the notice of meeting of the shareholders' meeting."

6. Resolution on the election to fill a vacancy on the Supervisory Board

Mr. Thomas Schlytter-Henrichsen has resigned from his office as a member of the Supervisory Board, effective at the end of the ordinary shareholders' meeting of June 20, 2006.

According to § 9 Para. 1 of the articles of association, in conjunction with § 95 Para. 1 and § 96 Para. 1 AktG (Stock Corporation Law), the Supervisory Board of the Company shall consist of six members, who are to be elected by the shareholders' meeting.

The Supervisory Board proposes the passing of the following resolution:

"Mr. Gerhard Rauter, Vice President and Managing Director, residing in Dresden, shall be elected as the successor to Mr. Schlytter-Henrichsen for the remainder of the original term of office from Mr. Schlytter-Henrichsen as a member of the Supervisory Board."

The shareholders' meeting is not bound to the proposed candidates.

Mr. Rauter is a member of the following supervisory boards being legally formed and of comparable domestic and foreign controlling boards:

- Westsächsische Hochschule Zwickau
Member of Board of Trustees

Documents

As of the time of convening the shareholders' meeting, the following documents in particular shall be available at the business premises of the Company in the registered office of SUSS MicroTec AG, Schleißheimer Straße 90 in 85748 Garching for review by the shareholders, copies of which shall be provided to all shareholders upon request at no charge and without delay:

- The annual financial statements of SUSS MicroTec AG as of December 31, 2005,
- The consolidated financial statements of the SUSS MicroTec Group as of December 31, 2005,
- The condensed management report for SUSS MicroTec AG and the Group as of December 31, 2005 and
- The report of the Supervisory Board for fiscal year 2005.

Conditions of Participation

After the law regarding corporate integrity and modernization of the right of rescission went into effect on November 1, 2005, the requirements for authorization to participate in the shareholders' meeting and exercise voting rights were modified. For the shareholders of our Company, the two options mentioned below for bringing about the conditions for authorization to participate in the shareholders' meeting and to exercise a voting right shall exist side by side.

Authorization to Participate by Depositing Shares

Those shareholders who have deposited their shares at the Company cashier's office of SUSS MicroTec AG or at one of the deposit locations mentioned below by the very onset of May 30, 2006 (0:00 a.m.) at the latest, and who leave them there until the end of the shareholders' meeting, shall be entitled to participate in the shareholders' meeting and to exercise a voting right. The following bank is place of deposit within Germany:

➤ Dresdner Bank Aktiengesellschaft

The deposit shall also be in compliance if the shares are held under lock and key at another credit institute for and with the consent of the place of deposit, until the end of the shareholders' meeting. If the deposit should be made with a notary public, the certificate to be filled out by the notary regarding this matter, which must identify the shares deposited by number and quantity, must be submitted to the place of deposit by June 16, 2006 at the latest.

Authorization to Participate by Means of Proof of Shareholdings

Also authorized to participate in the shareholders' meeting and to exercise a voting right are those shareholders who provide the Company at the address mentioned below with special proof of their shareholdings, prepared in text form by their custodial bank:

SUSS MicroTec AG
c/o Dresdner Bank AG
OSS SO Hauptversammlungen
Jürgen-Ponto-Platz 1
60301 Frankfurt am Main
Fax: + 49-69-263-15263
E-mail: tbhvservice@dresdner-bank.com

Proof of shareholdings must pertain to the onset of May 30, 2006 (0:00 a.m.) and be received by the Company by the end of the day on June 14, 2006 (12:00 midnight) at the latest.

Admission cards shall be issued to the shareholders or their duly identified representatives by way of the deposited shares or the verified shareholdings.

Voting Rights Representation

Shareholders may also allow their voting right in the shareholder's meeting to be exercised by an authorized representative, e.g. allow a credit institute, a shareholders' association or another person of their choice to act as proxy. If neither a credit institute nor a shareholders' association is authorized, proxy must be granted in writing (§ 126 BGB).

As a special service, we offer our shareholders the possibility to allow voting rights representatives appointed by the Company and bound by instructions prior to the shareholders' meeting to act as proxy.

The shareholders who would like to allow the voting right representatives appointed by the Company to act as proxy shall require an admission card to the shareholders' meeting for this purpose, which can be applied for at the banks which administer the securities accounts. In order to assure timely receipt of the admission card, it should be ordered as early as possible at the custodial bank.

The authorizations must be issued in writing. If the voting rights representatives appointed by the Company are acting as proxy, they must in any case be issued instructions for exercising the voting rights. Without these instructions, the authorization is invalid. The voting rights representatives shall be obligated to vote according to instructions.

Additional information on voting rights representation as well as a form for issuing authorization and instructions are available to the shareholders for downloading at the Internet site www.suss.de/hauptversammlung or can be requested on work days between 8:00 a.m. and 5:00 p.m. at the telephone number +49-89-21027-222.

Inquiries and Proposals

To simplify the preparation for the shareholders' meeting and ensure that the Company responds to inquiries and proposals regarding the shareholders' meeting as quickly as possible, we ask that proposals (including counterproposals) and inquiries be directed exclusively to:

SUSS MicroTec AG
Investor Relations
Schleißheimer Straße 90
85748 Garching
Fax: +49-89-32007-450 or to the following e-mail address: ir@suss.de

Appropriate counterproposals received at the above address in a timely manner by June 6, 2006, 12:00 midnight shall be promptly made available to the shareholders via the Internet at www.suss.de/hauptversammlung.

Garching, April 2006

SÜSS MicroTec AG
Management Board