



SUSS MicroTec SE

Garching

Securities Identification No. A1K023

ISIN: DE000A1K0235

We hereby invite our shareholders to the
Ordinary Shareholders' Meeting to take place on June 6, 2019, at 10:00 a.m.
in the Haus der Bayerischen Wirtschaft (House of the Bavarian Economy)

Max-Joseph-Straße 5 in 80333

Munich,

Germany

Agenda

- 1 Presentation of the annual financial statements of SUSS MicroTec SE, the approved consolidated financial statements as of December 31, 2018, the condensed Management Report for SUSS MicroTec SE and the Group, including provisions in accordance with Section 289a (1) of the German Commercial Code (HGB) and Section 315a (1) HGB, and the report of the Supervisory Board for the 2018 fiscal year**

The specified documents are available on our website at www.suss.com under Investor Relations / Shareholder Meeting and are on display for shareholders on the Company's premises at the headquarters of SUSS MicroTec SE, Schleißheimer Straße 90, 85748 Garching. Copies can also be sent to shareholders upon request, immediately, and free of charge. In addition, the documents will be available and discussed in more detail at the Shareholders' Meeting.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Management Board. Thus, the annual financial statements are adopted in accordance with Section 172 (1) of the German Stock Corporation Law (AktG). Therefore, the Shareholders' Meeting does not have to adopt a resolution on agenda item 1.

2 Resolution on the Appropriation of Statement of Financial Position Profit

The Management Board and Supervisory Board propose that the statement of financial position profit of EUR 2,2,811,242.82 in the 2018 fiscal year be carried forward to new account.

3 Resolution on the discharge of liability for the members of the Management Board

The Management and Supervisory Boards propose the following resolution:

The Members of the Management Board in the 2018 fiscal year are granted discharge of liability for this period.

4 Resolution on the discharge of liability for the members of the Supervisory Board

The Management and Supervisory Boards propose the following resolution:

The Members of the Supervisory Board in the 2018 fiscal year are granted discharge of liability for this period.

5 Resolution on the appointment of the auditor and Group auditor

The Supervisory Board proposes the following resolution:

BDO AG Wirtschaftsprüfungsgesellschaft headquartered in Hamburg, with an office in Munich, Germany, is appointed as the auditor and Group auditor for the 2019 fiscal year.

6 Resolution on the amendment of the Articles of Association to expand the Supervisory Board

Pursuant to Section 95 sentence 3 AktG, the Annual General Meeting of the Company may elect a Supervisory Board consisting of at least three persons, but which does not necessarily have to be divisible by three. Currently, § 12 (1) sentence 1 of the Articles of Association of SUSS MicroTec SE stipulates that the Supervisory Board shall consist of four members. This is to be changed and the number of Supervisory Board members increased to five. The Company shall thereby benefit from the additional expertise of an additional member of the Supervisory Board.

Section 16 (2) sentence 1 of the Articles of Association regarding the quorum shall be adapted to the extension of the Supervisory Board to the effect that the Supervisory Board is quorate if at least three members participate in the adoption of the resolution.

The Executive Board and the Supervisory Board therefore propose that the following resolutions be adopted:

a) Section 12 (1) sentence 1 of the Articles of Association shall be amended as follows:

"The Supervisory Board shall consist of five members appointed by the General Meeting.

b) Section 16 (2) sentence 1 of the Articles of Association shall be reworded as follows:

"The Supervisory Board constitutes a quorum if at least three members participate in the adoption of the resolution."

7 Resolution on supplementary elections to the Supervisory Board

Agenda item 6 provides for the expansion of the Supervisory Board to five members. This expansion will take effect upon entry of the corresponding amendment to the Articles of Association in the commercial register of the Company. Upon registration of the proposed amendment to § 12 (1) sentence 1 of the Articles of Association in the Commercial Register of the Company under Item 6 of the Agenda, the number of Supervisory Board members of SUSS MicroTec SE will increase from four to five. As of the date on which the amendment to Section 12 para. 1 sentence 1 of the Articles of Association is entered in the commercial register of the Company, the Supervisory Board of SUSS MicroTec SE will accordingly consist in accordance with Art. 40 para. 2 and 3 SE Regulation, Section 17 para. 1 SEAG, Section 21 SEBG in conjunction with Section 12 para. 1 SE Participation Act. (1) Clause 1 of the Articles of Association of SUSS MicroTec SE and Clause 10 of the Agreement on the Procedure of Information and Consultation and Codetermination in SUSS MicroTec SE of March 10, 2017 of five members appointed by the General Meeting.

The Supervisory Board proposes,

Dr. Dietmar Meister, self-employed business consultant, resident of Hilden, Germany

to be elected as an additional member of the Supervisory Board of the Company for the period up to the end of the Annual General Meeting that resolves on the discharge for the 2021 financial year when the amendment to § 12 (1) sentence 1 of the Articles of Association proposed under agenda item 6 for the expansion of the Supervisory Board becomes effective by entry in the commercial register of the Company.

Dr. Dietmar Meister holds no further mandates on statutory supervisory boards or comparable supervisory bodies pursuant to Section 125 (1) sentence 5 AktG.

The Supervisory Board has assured itself that the candidate proposed for election will be able to afford the expected time.

The election proposal takes into account the statutory requirements and the targets for its composition adopted by the Supervisory Board in accordance with section 5.4.1 of the DCGK and aims to complete the competence profile drawn up by the Supervisory Board for the full Board.

In the opinion of the Supervisory Board, the proposed candidate does not have any personal or business relationship with SUSS MicroTec SE or its group companies, the executive bodies of SUSS MicroTec SE or any significant shareholder of SUSS MicroTec SE whose disclosure is recommended in accordance with the recommendation in Section 5.4.1 (6) to (8) of the German Corporate Governance Code (as amended on 7 February 2017).

The curriculum vitae of the candidate proposed for appointment is available on the Internet at www.suss.com under Investor Relations / Annual General Meeting.

Documents

Upon calling the Shareholders' Meeting, all of the documents that legally must be made available to the Shareholders' Meeting were put on display for shareholders on the Company's premises at the headquarters of SUSS MicroTec SE, Schleißheimer Straße 90, 85748 Garching, Germany. In addition, copies of these may be sent to any shareholder upon request, immediately, and free of charge. Furthermore, these documents are available online at www.suss.com under Investor Relations / Shareholder Meeting, where information can also be found regarding Section 124a of the German Stock Corporation Law (AktG). They will also be available at the Shareholders' Meeting.

Equity Capital and Voting Rights

At the time the Shareholders' Meeting is convened, the equity capital of the Company will be divided into 19,115,538 no-par value registered shares, of which each share confers one vote. Thus, the total number of voting rights is 19,115,538. The Company does not have any treasury shares at the time the meeting is being convened.

Conditions for Participation and Exercise of Voting Rights

In accordance with Section 23 of the articles of incorporation, only those shareholders whose names are entered into the register of shareholders and have registered on time are entitled to attend the Shareholders' Meeting and exercise their voting rights. The registration must reach the following address at least six days prior to the Shareholders' Meeting, at the latest by midnight on May 30, 2019 (CEST):

SUSS MicroTec SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Email address: suss@better-orange.de
Fax: +49 89 889690633

Registration must be in writing (Section 126b German Civil Code [BGB]) and can also be submitted by fax or email. In order to simplify registration, the shareholders will be sent a registration form upon request along with the announcements in accordance with Section 125 of the German Stock Corporation Law (AktG).

We would like to point out that, in accordance with Section 23 (1) (2) of the articles of incorporation of SUSS MicroTec SE, cancellations and new registration in the register of shareholders will not take place on the date of the Shareholders' Meeting and on the last six days prior to the Shareholders' Meeting, that is from May 31, 2019, at 12:00 a.m. (CEST) through June 06, 2019.

No hold on the sale of registered shares is associated with registration for the Shareholders' Meeting. Therefore, shareholders will retain free access to their shares following successful registration. However, a shareholder in relation to the Company is only someone who is entered as such in the register of shareholders. For the purpose of determining participation and the exercise of voting rights, the number of shares entered into the register of shareholders on the day of the Shareholders' Meeting shall be decisive. This will correspond to the amount at the end of the last day of the registration period (May 30, 2019, midnight CEST; technical record date) since no cancellations and new registration will take place in the register of shareholders from May 31, 2019, at 12:00 a.m. (CEST) through June 06, 2019. Therefore, the purchasers of shares that are still not entered into the register of shareholders as of the registration deadline are not entitled to exercise any participatory or voting rights from these shares. In these cases, participatory and voting rights remain with the shareholder whose respective shares are still registered in the register of shareholders until the registry is updated.

Admission tickets will be sent to shareholders who have registered properly. Admission tickets are not required in order to participate in the Shareholders' Meeting or to exercise voting rights but are merely an organizational aid. Shareholders whose names are entered into the register of shareholders and have registered properly prior to the Shareholders' Meeting are entitled to attend and exercise their voting rights even without an admission ticket.

Proxy Voting Rights

Shareholders can also have their voting right exercised at the Shareholders' Meeting though a proxy, e.g., a financial institution, a shareholders' association, or another person of their choice.

The granting, revocation, and proof of proxy authorization vis-à-vis the Company (Section 126b German Civil Code [BGB]) must be made in writing. We advise shareholders who intend to authorize a financial institution, a shareholders' association, or an equivalent institution or person as specified in Section 135 of the German Stock Corporation Law (AktG) to exercise voting rights that in these cases the institution or person may require a special form of proxy authorization because such an authorization must be verifiable in accordance with Section 135 AktG. Therefore, we request that in this case shareholders coordinate the form of the proxy authorization with the proxy.

Proof of proxy authorization can also be sent to the Company by email to the following email address: suss@better-orange.de. Shareholders will be sent a form for the issue of proxy voting authorization together with the admission ticket and upon request. This form can be downloaded at www.suss.com under Investor Relations / Shareholder Meeting.

We offer our shareholders the option of authorizing the specified voting representatives, who are designated by the Company and bound by the instructions of the shareholders at this Shareholders' Meeting, already prior to the Shareholders' Meeting. Details on this are found in the documents that were sent to the shareholders in accordance with Section 125 of the German Stock Corporation Law (AktG). Furthermore, shareholders can find additional information on representation by the voting right proxies designated by the Company, and forms for issuing proxy voting authorization and giving instructions to the Company-designated voting right proxies at the Investor Relations / Shareholder Meeting section of the website under www.suss.com. The voting rights representatives designated by the Company may not accept any instructions regarding motions either before or during the Shareholders' Meeting.

Even if proxy authorization is granted, entry in the register of shareholders and timely registration are required according to the provisions described above. If the shareholder authorizes more than one person, the Company is entitled in accordance with Section 134 (3)(2) of the German Stock Corporation Law (AktG) to refuse one or more of them.

Requests for Additions to the Agenda Pursuant to Section 122 (2) of the German Stock Corporation Law (AktG)

In accordance with Section 122 (2) of the German Stock Corporation Law (AktG), shareholders whose shares total one-twentieth of the equity capital or a pro rata amount of EUR 500,000.00 may request that items be placed on the agenda and announced. This quorum is required in accordance with Art. 56 (3) of the SE-VO in connection with Section 50

(2) SEAG for requests for additions by shareholders of a European company (SE). 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 SE 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 6, 2019, at midnight (CEST), at the following address.

SUSS MicroTec SE
Management Board
Schleißheimer Straße 90
85748 Garching
Fax: + 49 89 3007451

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. They will also be announced on the Company's website at www.suss.com under Investor Relations / Shareholder Meeting and conveyed to the shareholders.

Shareholder Motions and Nominations

In accordance with Section 126 (1) of the 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. In accordance with the more detailed specifications of Section 126 (1) and (2) of the German Stock Corporation Law (AktG), counter-motions (along with any supporting information) 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 22, 2019, at midnight (CEST).

In addition, in accordance with the more detailed specifications of Section 127 of the German Stock Corporation Law (AktG), every shareholder can make a nomination for the election of the auditor. In addition to the reasons specified in Section 126 (2) of the German Stock Corporation Law (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) of the German Stock Corporation Law (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 22, 2019, at midnight (CEST).

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

SUSS MicroTec SE
Investor Relations

Schleißheimer Straße 90
85748 Garching, Germany
Fax: +49 89 32007-451 or to the following
email address: ir@suss.com

Motions and nominations addressed otherwise will not be considered.

Subject to Section 126 (2) and (3) of the German Stock Corporation Law (AktG), counter motions (along with any justification) and nominations by shareholders to be made available are published, including the name of the shareholder and any possible relevant opinion of the management, on the Company's website at www.suss.com under Investor Relations / Shareholder 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.

Right to Information in Accordance with Section 131 (1) of the German Stock Corporation Law (AktG)

Every shareholder may request information at the Shareholders' Meeting from the Management Board regarding the Company's affairs provided that such information is necessary for a reasonable assessment of any of the items on the agenda. 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) of the German Stock Corporation Law (AktG), the Management Board may refuse to provide the information.

More detailed information about rights in accordance with Art. 56 (2) and (3) SE-VO, Section 50 (2) SEAG, Sections 122 (2), 126 (1), 127, and 131 (1) of the German Stock Corporation Law (AktG) is available to shareholders at www.suss.com under Investor Relations / Shareholder Meeting.

Inquiries and Requests for Documents

In order to ease the preparations for the Shareholders' Meeting and to ensure the quickest possible reaction of the Company to inquiries concerning the Shareholders' Meeting, we ask that inquiries and requests for documents be addressed exclusively to

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

Notes on Data Protection for Shareholders and Shareholder Representatives

As a “responsible party” within the meaning of Art. 4 (7) of the German General Data Protection Regulation (DS-GVO), SUSS MicroTec SE, in order to prepare for and conduct its Shareholders’ Meeting, processes the personal data of shareholders and possible shareholder representatives (particularly the name, address, date of birth, email address, number of shares, stock categories, type of share ownership, admission ticket number, share certificate number, and the issue of proxy voting authorization) based on the data protection regulations applicable in Germany. This enables shareholders and shareholder representatives to exercise their rights during the Shareholders’ Meeting and to ensure that negotiations and resolutions of the Shareholders’ Meeting proceed in accordance with the law and the articles of incorporation. If SUSS MicroTec SE does not receive this data from the shareholders and/or possible shareholder representatives, their custodian bank transmits this personal data to SUSS MicroTec SE.

The processing of the personal data of shareholders and possible shareholder representatives is absolutely necessary for their participation in the Shareholders’ Meeting. The legal basis for the processing is Art. 6 (1) lit. (c) of the DS-GVO in conjunction with Sections 67, 123, 129, 135 of the German Stock Corporation Law (AktG).

SUSS MicroTec SE enlists various service providers and consultants in order to organize the Shareholders’ Meeting. They receive only the personal data that is necessary to carry out their respective contracts. The service providers and consultants process this data exclusively in accordance with the instructions of SUSS MicroTec SE. In addition, personal data is provided to shareholders and possible shareholder representatives in accordance with legal provisions (e.g., inspection of the list of participants, cf. Section 129 (4) of the AktG).

Personal data is stored as long as this is legally allowed or the Company has a legitimate interest in its storage, for instance in the event of legal or extralegal disputes resulting from the Shareholders’ Meeting. Personal data will subsequently be deleted.

Under the statutory requirements, the validity of which must be reviewed on a case-by-case basis, shareholders and possible shareholder representatives have the right to request information regarding the processing of their personal data, the correction or deletion of their personal data or the restriction of its processing, as well as to obtain their personal data in a structured, standard, and machine-readable format (data portability). Under the statutory requirements, the validity of which must be reviewed on a case-by-case basis, shareholders and possible shareholder representatives also have the right to object to the processing of their personal data.

Shareholders and possible shareholder representatives can claim these rights by contacting the following parties at SUSS MicroTec SE:

SUSS MicroTec SE
Investor Relations
Schleißheimer Straße 90
85748 Garching, Germany
Fax: +49 89 32007-451 or at the following
email address: ir@suss.com

In addition, shareholders and shareholder representatives have a right in accordance with Art. 77 of the German General Data Protection Regulation (DS-GVO) to file a complaint with the data protection oversight authority either of the (German) state in which they maintain a home or permanent residence, or of the state of Bavaria, in which SUSS MicroTec SE is headquartered.

You may reach our Company data protection officer at:

Dr. Sebastian Kraska
Attorney, business graduate (Dipl.-Kfm.)
External data protection officer

IITR GmbH
Marienplatz 2
80331 Munich, Germany
<http://www.iitr.de>
Phone: +49 89 1891 7360

Garching, Germany, April 2019

SUSS MicroTec SE
The Management Board

Information on Proxy Voting by Voting Rights Representatives Appointed by SUSS MicroTec SE

At the ordinary Shareholders' Meeting of SUSS MicroTec SE on June 6, 2018, you have the option of authorizing a voting rights representative appointed by the Company to exercise the voting rights associated with your shares.

The Company has appointed Mr. Marcus Graf and Ms. Alexandra Hachenberg as voting rights representatives. They are employees of Better Orange IR & HV AG. The designated

voting rights representatives are obligated to vote on the individual agenda items exclusively in accordance with your explicit instructions. The voting rights representatives appointed by the Company cannot be given any instructions or directions to speak, ask questions, submit motions, or raise objections, etc.

You can authorize the voting rights representatives appointed by the Company already upon registration for the Shareholders' Meeting. The required form will be sent to you along with the invitation to the Shareholders' Meeting.

You can also authorize the voting rights representatives appointed by the Company at a later time. In this case, register for the Shareholders' Meeting and order an admission ticket for each of your accounts. Send the admission ticket together with the completed and signed Proxy Statement and Instruction Form that you receive together with the admission ticket in writing to the following address:

SUSS MicroTec SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich, Germany

The Proxy Statement and Instruction Form must be received by the voting rights representatives appointed by the Company no later than June 5, 2019 at 6:00 p.m. (CEST) at this address in original, or by fax at the following number +49 89 8896906-33, or by email at the following email address: suss@better-orange.de.

If you would like to change your instructions, we request that you make these amendments with the help of the Change of Instruction Form downloadable from the Company's website at www.suss.com under Investor Relations / Shareholders' Meeting 2018. We request that you make changes to your instructions exclusively on this form and that you issue instructions for all of the agenda items (also for those items for which the instructions were not changed). You may send the completed Change of Instruction Form by mail, fax, or email to the addresses or fax numbers indicated there. Changed instructions must be received by the voting rights representatives no later than June 5, 2018 at 6:00 p.m (CEST) at one of the above-mentioned addresses in order to be taken into account.

After June 5, 2019, 6:00 p.m (CEST), an authorization of shareholder representatives appointed by the Company is possible only at the reception desk at the Shareholders' Meeting. The same applies to any changes to instructions.

If the Company receives legitimate counter-motions or nominations to individual agenda items, they will be made accessible immediately at the Company's website at www.suss.com under Investor Relations / Shareholders' Meeting 2019. Please observe that you may not

issue any instructions to voting rights representatives regarding counter-motions and nominations by shareholders.

Please be sure to order your admission ticket in time so that the registration and proof of share ownership arrive by the deadline of May 30, 2019 at midnight (CEST). In addition, please keep in mind that the mail delivery period for sending you the admission ticket and for you to return it to the Company with the Proxy Statement and Instruction Form may take several days. Therefore, we recommend that you order the admission tickets as soon as possible or authorize the voting rights representatives appointed by the Company already upon registration for the Shareholders' Meeting with instructions.

SUSS MicroTec SE

Garching, Germany

non-binding English translation