



ROFIN-SINAR TECHNOLOGIES

PETER WIRTH
*Chairman of the Board,
President and
Chief Executive Officer*

January 30, 2004

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders which will be held on Thursday, March 18, 2004, at 10:00 a.m., local time, at the Fiesta Inn, 2100 South Priest Drive, Tempe, AZ 85282.

At this year's annual meeting, the agenda includes the election of certain directors and a proposal to ratify the appointment of our independent auditors. The Board of Directors recommends that you vote FOR election of the slate of nominees for directors and FOR ratification of appointment of the independent auditors. We will also report on current business conditions and our recent developments. Members of the Board of Directors and our executive officers will be present to discuss the affairs of Rofin-Sinar Technologies Inc. and to answer any questions you may have.

It is important that your shares be represented and voted at the annual meeting, regardless of the size of your holdings. Accordingly, please complete, sign and date the enclosed proxy card and return it promptly in the enclosed envelope to ensure your shares will be represented. If you do attend the annual meeting, you may, of course, withdraw your proxy should you wish to vote in person.

To help us plan for the meeting, please mark the appropriate box on the accompanying proxy card telling us if you will be attending.

Sincerely,

Peter Wirth



ROFIN-SINAR TECHNOLOGIES

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO THE STOCKHOLDERS
OF ROFIN-SINAR TECHNOLOGIES INC.

The Annual Meeting of Stockholders of Rofin-Sinar Technologies Inc. will be held at Fiesta Inn, 2100 South Priest Drive, Tempe, AZ 85282, on Thursday, March 18, 2004, at 10:00 a.m., local time, for the following purposes:

1. To elect three Class II directors to serve for a three-year term until the 2007 Annual Meeting of Stockholders;
2. To appoint KPMG LLP as independent auditors for the Company for the fiscal year ended September 30, 2004;
3. To transact such other business as may properly come before the meeting and any adjournments thereof.

These items are fully discussed in the following pages, which are made part of this notice. Only stockholders of record at the close of business on January 23, 2004 will be entitled to vote at the annual meeting.

By Order of the Board of Directors

Cindy Denis
Secretary

Plymouth, Michigan
January 30, 2004

EVEN IF YOU EXPECT TO ATTEND THE ANNUAL MEETING, PLEASE PROMPTLY COMPLETE, SIGN, DATE AND MAIL THE ENCLOSED PROXY CARD. A SELF-ADDRESSED ENVELOPE IS ENCLOSED FOR YOUR CONVENIENCE. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES. STOCKHOLDERS WHO ATTEND THE ANNUAL MEETING MAY REVOKE THEIR PROXIES AND VOTE IN PERSON IF THEY SO DESIRE.

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**ROFIN-SINAR TECHNOLOGIES INC.
40984 CONCEPT DRIVE
PLYMOUTH, MICHIGAN 48170**

PROXY STATEMENT

**FOR ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MARCH 18, 2004**

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of Rofin-Sinar Technologies Inc., a Delaware corporation (the "Company"), to be voted at the Annual Meeting of Stockholders of the Company (the "Annual Meeting") to be held at Fiesta Inn, 2100 South Priest Drive, Tempe, AZ 85282, on March 18, 2004 at 10:00 a.m., local time, and at any adjournments thereof. The approximate date on which this Proxy Statement and form of proxy are first being sent to the stockholders is January 30, 2004. References in this Proxy Statement to "we," "our" or "us" refer to Rofin-Sinar Technologies, Inc., unless otherwise noted.

Only holders of record of shares of Common Stock of the Company at the close of business on January 23, 2004 (the "Record Date") are entitled to vote at the Annual Meeting or any adjournments thereof. Each owner of record on the Record Date is entitled to one vote for each share of Common Stock of the Company so held. The presence, either in person or by properly executed proxy, of the owners of one third of the outstanding shares of Common Stock of the Company entitled to vote is necessary to constitute a quorum at the Annual Meeting and to permit action to be taken by the stockholders at such meeting. As of the close of business on the Record Date, there were 12,033,850 shares of Common Stock of the Company outstanding.

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before it is exercised by delivering to the Company (to the attention of Cindy Denis) a written notice of revocation or a duly executed proxy bearing a later date, or by attending the Annual Meeting and voting in person.

All properly executed proxies delivered pursuant to this solicitation and not revoked will be voted at the Annual Meeting in accordance with the directions given. Stockholders voting by proxy for the election of directors nominated to serve until the 2007 Annual Meeting may vote in favor of all nominees or withhold their votes as to all nominees or withhold their votes as to specific nominees. Stockholders should specify their choices on the enclosed form of proxy. If no specific instructions are given with respect to the matters to be acted upon, the shares represented by a signed proxy will be voted FOR the election of all nominees for director, and FOR the proposal to ratify the appointment of auditors. Directors will be elected by a plurality of the votes cast by the holders of the shares of Common Stock voting in person or by proxy at the Annual Meeting. Abstentions and broker non-votes will not affect the outcome of the vote.

The Board of Directors of the Company knows of no business that will be presented for consideration at the Annual Meeting other than the matters described in this Proxy Statement. If any other matters are presented at the Annual Meeting, the persons named in the proxy card will vote in accordance with their judgment.

This solicitation is being made by the Board of Directors of the Company and its cost (including preparing and mailing of the notice, this Proxy Statement and the form of proxy) will be paid by the Company. The Company will also make arrangements with brokerage houses and other custodians, nominees and fiduciaries to send the proxy material to their principals and will reimburse them for their reasonable expenses in so doing. To the extent necessary in order to ensure sufficient representation at the Annual Meeting, the Company intends to utilize the services of a proxy solicitor as well as the services of officers and regular employees of the Company to solicit the return of proxies by mail, telephone, telegram, telex and personal interview. No compensation in addition to regular salary and benefits will be paid to any officer or regular employee for such solicitation.

**PROPOSAL ONE:
ELECTION OF DIRECTORS**

Board of Directors

Pursuant to the Company's Certificate of Incorporation, the Board of Directors is divided into three classes, with staggered three-year terms, and not more than one class of directors being elected at any Annual Meeting of the Stockholders. Under the By-Laws of the Company, the number of directors of the Company has been set at seven since the August 5, 2003 Board Meeting.

Carl F. Baasel, Gary K. Willis, and Daniel J. Smoke, the three Class II directors whose terms will expire at the Annual Meeting, have been nominated by the Board of Directors to stand for re-election as Class II directors to hold office until the 2007 Annual Meeting of Stockholders and until their successors are elected and qualified. The Board of Directors knows of no reason why any nominee will be unable or unwilling to serve as a nominee or director if elected.

Certain information concerning Carl F. Baasel, Gary K. Willis, and Daniel J. Smoke is furnished below:

Carl F. Baasel became a member of the Company's Board of Directors in October 2000, following the Company's acquisition of a majority stake in Carl Baasel Lasertechnik GmbH, a Company that Mr. Baasel founded in 1975. Mr. Baasel served as that company's Managing Director until September 2001 when it was transformed into a limited partnership under the name "Carl Baasel Lasertechnik GmbH & Co. KG". Since September 2001, he has served as Managing Director of this limited partnership, which is a majority owned subsidiary of the Company. Mr. Baasel holds a Master's Degree in Physics from the Technical University of Munich.

Gary K. Willis has been a member of the Company's Board of Directors since September 1996. Mr. Willis recently retired from Zygo Corporation, where since November 1998, he had been Chairman of the Board of Directors. Mr. Willis had also served as Director of Zygo Corporation since February 1992 and as its President and Chief Executive Officer from 1992 and 1993 through 1999, respectively. Prior to joining Zygo Corporation, he was Chairman, President and Chief Executive Officer of The Foxboro Company. Mr. Willis also serves as a Director of Benthos Corporation, Plug Power Corporation, and Middlesex Health Services, Inc. Mr. Willis has a Bachelor of Science Degree in Mechanical Engineering from Worcester Polytechnical Institute.

Daniel J. Smoke has been a member of the Company's Board of Directors since August 2003. He has been in a private consulting practice since 1999. Mr. Smoke served as Vice President and Chief Financial Officer of Bucyrus International, Inc. from 1996 to 1999. Prior to that he served as Vice President and Chief Financial Officer for Folger Adam

Company from 1995 to 1996. Mr. Smoke held various positions at Eagle Industries, Inc. from 1986 to 1994, including Vice President of Finance, Corporate Controller, Senior Vice-President and Group Executive, and Division President. Mr. Smoke has a Bachelor of Arts Degree in Business Administration from Washington State University and a Master of Science Degree in Accounting from California State University. Mr. Smoke is a Certified Public Accountant.

The three nominees receiving the highest number of affirmative votes will be elected as Class II directors of the Company.

Recommendation of the Nomination Committee of the Board of Directors Concerning the Election of Directors

The Nomination Committee of the Board of Directors of the Company recommends a vote FOR Carl F. Baasel, Gary K. Willis, and Daniel J. Smoke as Class II directors to hold office until the 2007 Annual Meeting of Stockholders and until their successors are elected and qualified. Proxies received by the Board of Directors will be so voted unless stockholders specify a contrary choice in their proxy. Messrs. Reins, Willis, Smoke, and Hoover are independent directors within the meaning of Rule 4200(a)(15) of the National Association of Securities Dealers ("NASD") Marketplace Rules.

**NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS
FOR A THREE-YEAR TERM EXPIRING AT THE 2007 ANNUAL MEETING:**

<u>Name</u>	<u>Age</u>	<u>Director Since</u>
Carl F. Baasel	62	2000
Gary K. Willis (A)(C)	58	1996
Daniel J. Smoke (A)(C)	54	2003

DIRECTORS WHOSE TERMS EXPIRE AT THE 2006 ANNUAL MEETING:

<u>Name</u>	<u>Age</u>	<u>Director Since</u>
Gunther Braun	46	1996
Ralph E. Reins (A)(B)(C)	63	1996

DIRECTORS WHOSE TERMS EXPIRE AT THE 2005 ANNUAL MEETING:

<u>Name</u>	<u>Age</u>	<u>Director Since</u>
Peter Wirth	57	1996
William R. Hoover (A)(B)(C)	74	1996

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- (A) Member of the Audit Committee
 - (B) Member of the Compensation Committee
 - (C) Member of the Nominating Committee

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth certain information with respect to the Company's directors and executive officers.

<u>Name</u>	<u>Age</u>	<u>Title</u>
Peter Wirth	57	Chairman of the Board of Directors, Chief Executive Officer and President
Gunther Braun	46	Executive Vice President, Finance and Administration, Chief Financial Officer, Treasurer and Director
Walter Volkmar	60	General Manager, Rofin-Sinar Laser GmbH ("RSL")Marking Division
Louis Molnar	50	President, Rofin-Sinar Inc. ("RSI")
Carl F. Baasel	62	Director and Managing Director of Carl Baasel Lasertechnik GmbH & Co. KG
William R. Hoover	74	Director
Ralph E. Reins	63	Director
Gary K. Willis	58	Director
Daniel J. Smoke	54	Director

Business Experience

Peter Wirth has been Chairman of the Board of Directors and Chief Executive Officer and President of the Company since September 1996. He has also served as General Manager of RSL since October 1994. From 1991 until October 1994, Dr. Wirth was President of RSI. He joined RSL in 1979 as Sales Manager for Industrial Lasers, and became Director, Sales and Marketing in 1983. He holds a Master's Degree and a Ph.D in Physics from the Technical University in Munich, Germany.

Gunther Braun has been Executive Vice President, Finance and Administration, Chief Financial Officer and Treasurer, as well as a member of the Company's Board of Directors since September 1996. Since 1994, he has also been the Financial Director for RSL. He joined RSL in 1989 in connection with RSL's acquisition of Coherent General Inc.'s Laser Optronics marking division. Mr. Braun holds a Business Administration Degree from the Fachhochschule in Regensburg, Germany.

Walter Volkmar has been Manager of the Marking Division of RSL since 1994. He joined RSL in 1989 in connection with RSL's acquisition of Coherent General Inc.'s Laser Optronics marking division. Dr. Volkmar holds Master's Degrees in Mechanical Engineering and Business Administration from the Technical University in Darmstadt, and a Ph.D. in Economics and Trade from the University of Parma in Italy.

Louis Molnar has been President of Rofin-Sinar Inc., Plymouth, Michigan, USA ("RSI") since August 2000. Mr. Molnar served as President and Chief Operational Officer of GALCO Industrial Electronics, a company offering electrical and electronic control products, from July 1997 until August 2000. Prior to this, Mr. Molnar served as Director for FANUC Robotics, where he was responsible for the entire business infrastructure and operations, as well as all engineering functions for the Automotive Components and General Industries markets. Mr. Molnar holds a Bachelor of Science Degree in Electrical Engineering from Oakland University and a Master's Degree in Business Administration from Michigan State University.

Carl F. Baasel became a member of the Company's Board of Directors in October 2000, following the Company's acquisition of a majority stake in Carl Baasel Lasertechnik GmbH, a Company that Mr. Baasel founded in 1975. Mr. Baasel served as that company's Managing Director until September 2001 when it was transformed into a limited partnership under the name "Carl Baasel Lasertechnik GmbH & Co. KG". Since September 2001, he has served as Managing Director of this limited partnership, which is a majority owned subsidiary of the Company. Mr. Baasel holds a Master's Degree in Physics from the Technical University of Munich.

William R. Hoover has been a member of the Company's Board of Directors since September 1996. He is the Chairman of the Executive Committee of Computer Sciences Corporation, a provider of information technology consulting, systems integration and outsourcing to industry and government, and was Chairman of the Board of that company from November 1972 to March 1997. He has been a consultant to that company since March 1995; prior to that, he was its President from November 1969 to March 1995 and its Chief Executive Officer from November 1972 until March 1995. Mr. Hoover serves as Director on the Board of Computer Sciences Corporation.

Ralph E. Reins has been a member of the Company's Board of Directors since September 1996. He is Chairman, and was Chief Executive Officer until July 1, 2002, of Qualitor Inc. Mr. Reins served as President and Chief Executive Officer of AP Parts International, Inc. from 1995 to 1997, as President and Chief Executive Officer of Envirotech Systems Corp. in 1995, as President of Allied Signal Automotive from 1991 through 1994 and as President of United Technologies Automotive from 1990 to 1991. Prior to that, he was Chairman, Chief Executive Officer, President and Chief Operating Officer of Mack Truck from 1989 to 1990 and President and Chief Executive Officer of ITT Automotive from 1985 to 1989. Mr. Reins was a Director at Weirton Steel until December 12, 2002, and is a member of the Society of Automotive Engineers.

Gary K. Willis has been a member of the Company's Board of Directors since September 1996. Mr. Willis recently retired from Zygo Corporation, where since November 1998, he had been Chairman of the Board of Directors. Mr. Willis had also served as Director of Zygo Corporation since February 1992 and as its President and Chief Executive Officer from 1992 and 1993 through 1999, respectively. Prior to joining Zygo Corporation, he was Chairman, President and Chief Executive Officer of The Foxboro Company. Mr. Willis also serves as a Director of Benthos Corporation, Plug Power Corporation, and Middlesex Health Services, Inc. Mr. Willis has a Bachelor of Science Degree in Mechanical Engineering from Worcester Polytechnical Institute.

Daniel J. Smoke has been a member of the Company's Board of Directors since August 2003. He has been in a private consulting practice since 1999. Mr. Smoke served as Vice President and Chief Financial Officer of Bucyrus International, Inc. from 1996 to 1999. Prior to that he served as Vice President and Chief Financial Officer for Folger Adam Company from 1995 to 1996. Mr. Smoke held various positions at Eagle Industries, Inc. from 1986 to 1994, including Vice President of Finance, Corporate Controller, Senior Vice-President and Group Executive, and Division President. Mr. Smoke has a Bachelor of Arts Degree in Business Administration from Washington State University and a Master of Science Degree in Accounting from California State University. Mr. Smoke is a Certified Public Accountant.

Relationships Among Directors or Executive Officers

There are no family relationships among any of the directors or executive officers of the Company.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's officers and directors, and persons who own more than ten percent of a registered class of the Company's equity securities, to file reports of securities ownership and changes in such ownership with the Securities and Exchange Commission (the "SEC"). Officers, directors and greater than ten percent shareholders are also required by rules promulgated by the SEC to furnish the Company with copies of all Section 16(a) forms they file.

Based solely upon a review of the copies of such forms, the absence of a Form 3, Form 4 or Form 5 or written representations that no Form 4's or 5's were required, the Company believes that, with respect to the fiscal year ended September 30, 2003, its officers, directors and greater than ten percent beneficial owners complied with all applicable Section 16(a) filing requirements.

**COMMITTEES OF THE BOARD OF DIRECTORS;
MEETINGS AND COMPENSATION OF DIRECTORS**

During the fiscal year ended September 30, 2003, the Board of Directors held six meetings. The Board currently has an Audit Committee, a Compensation Committee, and a Nominating Committee. All incumbent directors attended more than 75% of the meetings of the Board of Directors and the respective committees of which they are members. We do not have a formal policy regarding attendance by directors at annual meetings of stockholders' but encourage such attendance. All directors who were on the Board at the time of the last annual meeting attended the meeting.

The Audit Committee. The Audit Committee is responsible for recommending to the Board of Directors the independent public accountants to be selected to conduct the annual audit of the books and records of the Company, reviewing the proposed scope of such audit and approving the audit fees to be paid in connection with, reviewing the adequacy and effectiveness of the accounting and internal financial controls of the Company with the independent auditors and the Company's financial and accounting staff, reviewing and approving transactions between the Company and its directors, officers and affiliates, considering whether the provision by the external auditors of services related to the annual audit and quarterly reviews is consistent with maintaining the auditors' independence, and reviewing annually the adequacy of the Audit Committee Charter. The Board of Directors has adopted a written Charter for the Audit Committee. A copy of the Audit Committee Charter is attached as Appendix A to this Proxy Statement. During fiscal year 2003, the members of the Audit Committee were Mr. Reins, Mr. Willis, and Mr. Hoover (who is the Chairman of the Committee and has been identified as a "financial expert" under applicable Securities and Exchange Commission audit committee rules). During the November 5, 2003 Board Meeting, Mr. Smoke was elected to the Audit Committee. Mr. Hoover will resign as Chairman of the Audit Committee at the March 18, 2004 annual meeting, at which time Mr. Smoke will become the Chairman of the Audit Committee. Mr. Smoke has been identified as a "financial expert" under applicable Securities and Exchange Commission audit committee rules. Mr. Reins, Mr. Willis, Mr. Smoke, and Mr. Hoover are independent directors within the meaning of Rule 4200(a)(15) of the NASD Marketplace Rules. In fiscal 2003, the Audit Committee held four meetings.

The Nominating Committee. The Nominating Committee is responsible for assisting the Board by actively identifying individuals qualified to become Board members and recommending to the Board of Director nominees for election at the next annual meeting of stockholders. The Nominating Committee has two primary methods for identifying candidates (other than those proposed by the Company's stockholders, as discussed below). First, on a periodic basis, the Nominating Committee solicits ideas for possible Candidates from a number of sources - members of the Board; senior level Company executives; individuals personally known to the members of the Board; and research. Second, the Nominating Committee may from time to time use its authority under its charter to retain, at the Company's expense, one or more search firms to identify Candidates (and to approve such firms' fees and other retention terms). The Nominating Committee will also consider nominees recommended by stockholders. Although there are no formal procedures for stockholders to nominate persons to serve as directors, stockholders wishing to submit

nominations should notify the Company at its principal offices (Attention: Cindy Denis, Secretary 40984 Concept Drive, Plymouth, MI 48170) of their intent to do so. To be considered by the Nominating Committee, nominations must be received on or before the deadline for receipt of stockholder proposals. See "Stockholders' Proposals." Any candidate submitted by a stockholder must meet the definition of an "independent director" under NASD rules. The Nominating Committee will consider all candidates identified through the processes described above, and will evaluate each of them, including incumbents, based on the same criteria. Once the nominee has been contacted and accepts to be considered as a nominee, the Nominating Committee reviews the nominee's resume and other credentials and analyzes the expertise the nominee would offer the Board of Directors and the Company. Directors are selected based on their ability to represent the best interests of the Company's shareholders and not just one particular constituency; demonstrated sound business judgment and an inquiring mind as well as expertise that adds to the composition of the Board; professional experience, education, and their interest in, and capacity for understanding the complexities of, the operation of the Company; and are prepared to participate fully in Board activities, including active membership on at least one Board committee and attendance at, and active participation in, meetings of the Board and the committee of which he or she is a member. These individuals can bring considerable experience to the impartial oversight of the Company's operations. The Board of Directors has adopted a written Charter for the Nominating Committee. A copy of the Nominating Committee Charter is attached as Appendix B to this Proxy Statement. During fiscal year 2003, the members of the Nominating Committee were Mr. Reins, Mr. Willis, Mr. Hoover and Mr. Smoke. Mr. Reins, Mr. Willis, Mr. Smoke, and Mr. Hoover are independent directors within the meaning of Rule 4200(a)(15) of the NASD Marketplace Rules.

The Compensation Committee. The Compensation Committee is responsible for providing a general review of the Company's compensation and benefit plans, ensuring that they meet corporate financial and strategic objectives. The responsibilities of the Compensation Committee also include administering the 1996 Equity Incentive Plan, the Annual Incentive Plan, and the 2002 Equity Incentive Plan (all of which are described below), including selecting the officers and salaried employees to whom awards will be granted and making such awards. The members of the Compensation Committee are Mr. Hoover and Mr. Reins, each of whom are independent directors within the meaning of Rule 4200(a)(15) of the NASD Marketplace Rules. Neither Mr. Hoover nor Mr. Reins are employees of the Company. In fiscal 2003, the Compensation Committee held two meetings.

Compensation of Directors. Each director who is not an employee of the Company is entitled to an annual cash retainer fee of \$15,000 plus an honorarium of \$1,000 and \$500 for each board meeting and committee meeting, respectively, which he attends. Furthermore, directors are reimbursed for reasonable travel expenses incurred in connection with their duties as directors of the Company. In addition, in 1997 the Company adopted a non-employee director stock plan (the "Directors' Plan") which authorizes 100,000 shares of Common Stock for issuance pursuant to stock awards and restricted stock awards to non-employee directors. Under the Directors' Plan, each non-employee director who is first elected or appointed to the Board of Directors prior to age 65 will receive an initial grant of 1,500 shares of Common Stock and an annual grant of 1,500 shares of Common Stock, which vest immediately, in each subsequent year in which he or she serves on the board. Each non-employee director who is first appointed or elected to the Board of Directors

after attaining age 65 will receive upon his or her initial appointment or election a one-time grant of 7,500 shares of restricted stock which will vest in five equal installments on the date of grant and each of the following four anniversaries thereof.

Stockholder Communications with the Board. Any stockholder who wishes to send any other communications to the Board should also deliver such communications to the Secretary of the Company at the address listed above. The Secretary is responsible for determining, in consultation with other officers of the Company, counsel, and other advisers as appropriate, which stockholder communications will be related to the Board.

Code of Business Conduct and Ethics. The Board of Directors and Company are committed to good corporate governance practices. The Company's Code of Business Conduct and Ethics requires management and employees to abide by high standards of business conduct and ethics. The Code of Business Conduct and Ethics is or will be available in the Investors Relations section of the Company's web site at www.rofin-inc.com. A copy of the Code of Business Conduct and Ethics is attached as Appendix C to this Proxy Statement.

REPORT OF AUDIT COMMITTEE

December 20, 2003

To the Board of Directors

We have reviewed and discussed with management the Company's audited financial statements as of and for the year ended September 30, 2003.

We have discussed with KPMG LLP the matters required to be discussed by Statement on Auditing Standards No. 61, Communication with Audit Committees, as amended, by the Auditing Standards Board of the American Institute of Certified Public Accountants.

We have received and reviewed the written disclosures and the letter from KPMG LLP required by Independence Standard No. 1, Independence Discussions with Audit Committees, as amended, by the Independence Standards Board, and have discussed with the auditors the auditors' independence.

Based on the reviews and discussions referred to above, we recommend to the Board of Directors that the financial statements referred to above be included in the Company's Annual Report on Form 10-K for the year ended September 30, 2003.

Mr. William R. Hoover
Audit Committee Chairman

Mr. Ralph E. Reins
Audit Committee Member

Mr. Gary K. Willis
Audit Committee Member

Mr. Daniel J. Smoke
Audit Committee Member

OWNERSHIP OF COMMON STOCK BY MANAGEMENT

The following table sets forth information as of January 1, 2004, with respect to beneficial ownership of the Company's Common Stock by each director, each of the executive officers named in the Summary Compensation Table below, and the directors, nominees, and executive officers of the Company as a group. To the Company's knowledge, each of the directors, nominees, and executive officers has sole voting and investment power with respect to the shares he owns.

<u>Name and Address of Beneficial Owner (1)</u>	<u>Number of Shares of Common Stock Beneficially Owned (2)</u>	<u>Percentage of Class</u>
Peter Wirth	117,300	*
Gunther Braun	60,000	*
Walter Volkmar	--	*
Carl F. Baasel	59,000	*
William R. Hoover	41,250	*
Ralph E. Reins	17,000	*
Gary K. Willis	17,000	*
Daniel J. Smoke	3,000	*
All directors and Executive officers as a group (8 persons)	314,550	2.6%

* Less than one (1) percent of class.

- (1) The address of each of the directors and executive officers is 40984 Concept Drive, Plymouth, MI 48170.
- (2) The amounts listed include the following shares of Common Stock that may be acquired within 60 days of January 1, 2004 through the exercise of stock options: Dr. Wirth, 114,000; Mr. Baasel, 9,000; and Mr. Braun, 60,000.

PRINCIPAL STOCKHOLDERS

Beneficial Ownership

The following table sets forth information as to the only persons known to the Company to be the beneficial owner of more than five (5) percent of the Company's common stock:

<u>Name and address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percentage of Class</u>
None	--	--

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information regarding shares issued under equity compensation plans as of September 30, 2003:

	Number of Securities to be Issued Upon Exercise of <u>Outstanding Options</u>	Weighted Average Exercise Price of Outstanding <u>Options</u>	Number of Securities Remaining Available For <u>Future Issuance</u>
Equity Compensation Plans:			
Not approved by shareholders	----	----	----
Approved by Shareholders	275,300	\$ 11 3/4	965,000

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Messrs. Hoover and Reins are the members of the Compensation Committee of the Board of Directors of the Company, neither of whom is an officer of the Company. There are no compensation committee interlocks involving executive officers of the Company.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

Compensation Committee Report on Executive Officer Compensation

The Compensation Committee consists solely of non-management directors. The current members of the Compensation Committee are Messrs. Hoover and Reins.

Policies, Goals and Responsibilities

The Compensation Committee is responsible for oversight and administration of executive compensation. The philosophy of the Compensation Committee is to establish an executive compensation program that will allow the Company to achieve the following objectives:

- Attract, retain and motivate key executives of the Company.
- Tie executive pay to shareholder value creation through the use of equity-based incentives.
- Link pay to performance by making individual compensation directly dependent upon the achievement of certain predetermined performance goals.

The Company's executive compensation programs are designed to meet three fundamental objectives:

- (1) to set compensation at levels sufficient to attract and retain a diverse mix of experienced, highly competent executives;
- (2) to provide incentives to improve the Company's financial performance and performance against strategic and operational goals; and
- (3) to evaluate, reinforce and reward individual achievement of business objectives with pay that fluctuates with performance.

The salary and incentive compensation programs for the Company's executive officers were established based on advice from independent consultants by reference to a survey group of companies with sales of less than \$500 million per year. The use of independent consultants has provided additional assurance that the Company's compensation programs are appropriately aligned with its objectives, and that, based upon survey data, executive compensation levels are appropriately aligned with the compensation levels of persons in similar positions at comparable companies, taking into account, in certain instances, differences between U.S. and German compensation practices.

Components of Compensation

Base Salaries. In fiscal year 2003, executive officers' base salaries have increased compared to their base salaries in fiscal year 2002, between 3% and 6% on average, and are enumerated in the summary compensation table below. The Compensation Committee reviews executive officer base salaries on an annual basis and determines those base salaries by an evaluation of factors which may include individual performance and comparisons with salaries paid at comparable companies in the Company's industry.

Annual Incentives. The Annual Incentive Plan was established in 1996 and provides that key employees, including executive officers, are eligible to participate at the discretion of the Compensation Committee. The maximum bonus each participant may receive under the Annual Incentive Plan is expressed as a percentage of base salary, with percentages varying among participants based upon their positions at the Company. Bonus opportunities with respect to fiscal year 2003 were based upon the degree to which the Company (or, with respect to middle management, the applicable business unit or division of the Company) achieved certain preset performance goals related to net sales, order entry, operating profits and after-tax profits. The Compensation Committee anticipates that, in the future, survey data and comparisons to peer companies will continue to be considered in determining performance criteria and bonus levels.

In fiscal year 2003, the Company did achieve the preset performance goals under the Annual Incentive Plan and the Company's executive officers were awarded the bonuses outlined in the summary compensation table below.

Long-Term Incentives. In 1996, the Company adopted the 1996 Equity Incentive Plan, and in 2002, the Company adopted the 2002 Equity Incentive Plan, which provide for grants of stock options, restricted stock and performance shares to officers and other key employees of the Company.

In fiscal year 2003, the Company granted 30,000 stock options to Peter Wirth; 30,000 stock options to Gunther Braun; 25,000 stock options to Walter Volkmar 15,000 stock options to Carl F. Baasel and 25,000 stock options to Louis Molnar, under the 2002 Equity Incentive Plan.

The Compensation Committee believes that stock options are an important part of incentive compensation because stock options only have value if the Company's stock price increases over time. Thus, the Compensation Committee anticipates that additional option grants will be made to the executive officers and other key employees of the Company from time to time to reflect their ongoing contributions to the Company, to provide additional incentives and to take into account practices at competitive companies.

Compensation of the Chairman of the Board and Chief Executive Officer

The Company and Dr. Wirth are parties to an employment agreement providing for a minimum annual base salary, subject to periodic adjustment, of Euro 230,000 (which equated to \$248,514 in fiscal year 2003 based on a weighted average currency exchange rate of US \$1.00 = Euro 0.9255) and the payment of an annual incentive bonus based upon the Company's attainment of predetermined performance goals. Dr. Wirth's salary in fiscal year 2003 increased by approximately 6% from his salary in fiscal year 2002. The Compensation Committee determined Dr. Wirth's annual incentive bonus of \$123,017 for fiscal year 2003 based upon the Company's attainment of a predetermined performance goal related to net sales and to after-tax profit. In fiscal year 2003, the Company did achieve the predetermined performance goal and, thus, Dr. Wirth received an annual incentive bonus, as outlined in the summary compensation table.

In fiscal year 2003, 30,000 stock options were granted to Dr. Wirth under the 2002 Equity Incentive Plan.

Policy with Respect to Qualifying Compensation for Deductibility

Section 162(m) of the Internal Revenue Code of 1986, as amended, generally limits to \$1,000,000 the tax deductible compensation paid for a particular year to the chief executive officer and to each of the four most highly compensated executive officers who are employed as executive officers on the last day of such year (the "Named Executive Officers"). The Compensation Committee intends to comply with Section 162(m) (and the regulations thereunder) to preserve the deductibility of performance based compensation paid to any Named Executive Officer. If compliance with Section 162(m) (and the regulations thereunder) conflicts with the compensation philosophy or is determined not to be in the best interests of shareholders, the Compensation Committee will abide by the compensation philosophy, regardless of the tax impact of such actions.

COMPENSATION COMMITTEE

William R. Hoover
Ralph E. Reins

Executive Compensation

The following table presents certain summary information concerning compensation paid for services to the Company during fiscal years 2003, 2002 and 2001 to the Named Executive Officers of the Company.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	(1) Salary(\$)	(2) Bonus(\$)	Long-Term Compensation	All Other Compens- ation(\$)
				Securities Underlying Options(#)	
Peter Wirth Chairman, Chief Executive Officer and President	2003	\$ 255,796	\$123,017	30,000	--
	2002	\$ 208,812	\$ 92,563	30,000	--
	2001	\$ 201,648	\$ 38,570	30,000	--
Gunther Braun Executive Vice President Finance And Administration and Chief Financial Officer	2003	\$ 166,982	\$ 71,313	30,000	--
	2002	\$ 137,315	\$ 54,207	30,000	--
	2001	\$ 130,286	\$ 25,864	30,000	--
Walter Volkmar General Manager, RSL Marking Division	2003	\$ 146,482	\$ 45,250	25,000	--
	2002	\$ 123,055	\$ 40,728	20,000	--
	2001	\$ 118,825	\$ 21,781	30,000	--
Carl F. Baasel Managing Director, Carl Baasel Lasertechnik GmbH & Co. KG	2003	\$ 121,774	\$ 50,081	15,000	--
	2002	\$ 101,659	\$ 38,722	15,000	--
	2001	\$ 98,548	\$ 38,377	10,000	--
Louis Molnar President, RSI	2003	\$ 214,087	\$ 67,974	25,000	3,031 (3)
	2002	\$ 211,141	\$ 62,634	25,000	5,102
	2001	\$ 199,328	\$ 57,000	15,000	4,275

(1) Amounts paid in Euro have been converted into U.S. dollars at the weighted average exchange rate for the relevant fiscal year (for fiscal year ended September 30, 2001: US\$1.00: Euro 1.1268; for fiscal year ended September 30, 2002: US\$1.00: Euro 1.0881 and for fiscal year ended September 30, 2003: US\$1.00: Euro 0.9255)

(2) Bonuses are reflected on the accrual method of accounting, consistent with the presentation in audited financial statements. Fiscal year 2003 bonuses were paid in November 2003.

(3) \$3,031 of matching contributions were made by RSI on behalf of Mr. Molnar in accordance with the Rofin-Sinar, Inc. 401(k) Plan.

The following table presents information concerning grants of stock options during fiscal years 2003 to each of the Named Executive Officers.

INDIVIDUAL OPTION GRANTS IN FISCAL YEAR ENDED SEPTEMBER 30, 2003

<u>Name</u>	Number of Securities Underlying Options Granted(#) <u>(1)</u>	% of Total Options Granted to Employees in Fiscal Year	Exercise Price(\$/Sh) <u>(2)</u>	Expiration Date	Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term(3)	
					<u>5%(\$)</u>	<u>10%(\$)</u>
Peter Wirth	30,000	11.45%	\$ 9.79	3/20/13	\$184,706	\$468,082
Gunther Braun	30,000	11.45%	\$ 9.79	3/20/13	\$184,706	\$468,082
Walter Volkmar	25,000	9.54%	\$ 9.79	3/20/13	\$153,922	\$390,068
Carl F. Baasel	15,000	5.73%	\$ 9.79	3/20/13	\$ 92,353	\$234,041
Louis Molnar	25,000	9.54%	\$ 9.79	3/20/13	\$153,922	\$390,068

-
- (1) All option grants to the Named Executive Officers were made pursuant to the 2002 Equity Incentive Plan and have a ten-year term.
- (2) All options were granted to the Named Executive Officers at an exercise price equal to the fair market value of the underlying stock on the date of grant. All options will vest and become exercisable in equal installments on each of the first five anniversaries of the date of grant. Pursuant to the terms of the awards, all options will, subject to the discretion of the Compensation Committee, become fully exercisable upon the occurrence of a change in control as defined in the 2002 Equity Incentive Plan.
- (3) Potential gains are net of exercise price, but before taxes associated with exercise. These amounts represent assumed rates of appreciation only, based on SEC rules, and do not represent the Company's estimate or projection of the Company's stock price in the future. Actual gains, if any, on stock option exercises depend upon the actual future performance of Common Stock and the continued employment of the option holders through the vesting period. The amounts reflected in this table may not necessarily be achieved.

**AGGREGATED OPTION EXERCISES IN FISCAL YEAR 2003
AND FISCAL YEAR 2003 YEAR-END OPTION VALUES**

Name	Shares Acquired on Exercise (#)	Value Realized (\$)	Number of Unexercised Options at FY-End (#) Exercisable/ Unexercisable	Value of
				Unexercised In-The-Money Options at FY-End (\$) Exercisable / Unexercisable(1)
Peter Wirth	--	--	140,000/92,000	\$1,641,000/\$837,950
Gunther Braun	--	--	50,000/80,000	\$ 603,000/\$749,450
Walter Volkmar	--	--	24,000/69,000	\$ 372,500/\$649,250
Carl F. Baasel	--	--	7,000/33,000	\$ 67,750/\$314,100
Louis Molnar	--	--	0/66,000	\$ 0/\$693,125

(1) Based on the closing price of Common Stock, as reported on the NASDAQ National Market, at September 30, 2003, which was \$22.66 per share.

Pension Plans

RSL Pension Plan

Messrs. Wirth, Braun and Volkmar participate in the Rofin-Sinar Laser GmbH Pension Plan (the "RSL Pension Plan") for RSL executives, an unfunded plan in accordance with the typical practices of German companies. The RSL Pension Plan provides pensions to participants who (i) retire on or after age 60 or terminate employment due to a permanent disability and (ii) have served at least ten years with RSL at the time of separation.

The annual benefits payable under the RSL Pension Plan, which commence at the statutory retirement age of 65 (according to German law), are based upon the age at which the participant leaves RSL. Book reserves are kept to record benefits accruals under the RSL Pension Plan. Messrs. Wirth, Braun and Volkmar joined or were deemed to have joined (as applicable), the RSL Pension Plan on July 1, 1979, November 1, 1984 and March 1, 1985, respectively. Assuming retirement at or after age 60, Messrs. Wirth, Braun and Volkmar would receive a monthly pension benefit of \$2,548, 1,829 and \$1,181, respectively (at the average Euro/U.S. dollar exchange rate in effect during the year ended December 31, 2003).

Rofin-Sinar Inc. Pension Plan

In 1996 RSI adopted a defined benefit plan for its employees known as the Rofin-Sinar Inc. Pension Plan (the "RSI Plan"). Under the RSI Plan, employees receive annual pension benefits equal to the product of (i) the sum of 1.125% of the first \$12,000 of average final compensation and 1.5% of "average final compensation" in excess of that amount, and (ii) the number of years of service in which the employee was employed by a participating employer. Average final compensation is based upon the period of four consecutive plan years out of the last ten full plan years preceding the employee's retirement which produces the highest amount.

No Named Executive Officers are currently participating in the RSI Plan.

Employment Agreements and Termination of Employment Arrangements

Employment Agreements with Named Executive Officers

In September 1996 the Company and RSL entered into employment agreements with Messrs. Wirth and Braun (collectively, the "Employment Agreements"), under which the executives have retained the job titles specified in their prior employment agreements, and are entitled to a base compensation, adjusted by the Compensation Committee, of not less than Euro 230,000 and Euro 150,000, respectively (\$248,514 and \$162,075, respectively, at the weighted average exchange rate for fiscal year 2003 of Euro 0.9255 per \$1.00) plus an annual incentive bonus based upon the Company's attainment of predetermined performance goals. Each Employment Agreement has an indefinite term, subject to earlier termination by either the Company and RSL or the executive upon two years' prior written notice. In accordance with the Employment Agreements, each executive has agreed (i) not to disclose or exploit any of the Company's Confidential Information (as defined therein), (ii) to assign to the Company all inventions or improvements made by the executive in the course of his employment with the Company, and (iii) not to compete with the Company for a six month period after the completion of his term of employment with the Company. During the six-month non-competition period, the executive is generally entitled under German law to receive half of his monthly salary.

Stock Performance Graph

The following graph presents the one-year total return for Rofin-Sinar Technologies Inc. Common Stock compared with the NASDAQ Stock Market Index and the S&P Technology Sector Index. Rofin-Sinar selected these comparative groups due to industry similarities and the fact that they contain several direct competitors.

The graph assumes that the value of the investment in Rofin-Sinar Technologies Inc. Common Stock, the NASDAQ Stock Market Index, and the S&P Technology Sector Index each was \$100 on September 30, 1997 and that all dividends were reinvested. The S&P Technology Sector Index is weighted by market capitalization.

**PROPOSAL TWO:
INDEPENDENT PUBLIC ACCOUNTANTS**

The Board of Directors recommends the appointment of KPMG LLP, independent auditors for the Company since fiscal year 1994, to serve in the same capacity for the fiscal year ending September 30, 2004, resolution will be submitted to stockholders at the Annual Meeting to ratify their appointment. The affirmative vote of a majority of the shares represented and voting at the Annual Meeting is required to ratify appointment. Unless otherwise instructed, the proxy holder will vote the proxies received FOR the ratification of the appointment of KPMG LLP as the independent auditors for the Company for fiscal 2004.

In the event the stockholders fail to ratify the appointment, the Board of Directors will reconsider its selection. If the resolution ratifying the appointment of KPMG LLP as independent auditors is approved by the stockholders, the Board of Directors nevertheless retains the discretion to select different auditors at any time during the year if the Board of Directors believes that change would be in the best interests of the Company and its stockholders.

A representative of KPMG LLP will not be present at the meeting; however, the Company's independent auditors will be available via telephone conferencing to respond to appropriate questions.

The following table presents fees for professional audit services rendered by KPMG LLP for the audit of the Company's annual financial statements for 2002 and 2003, and fees billed for other services rendered by KPMG LLP. It is the Audit Committee's policy that all services provided by KPMG LLP be approved by the Audit Committee prior to the commencement of such services.

	<u>2002</u>	<u>2003</u>
Audit fees	\$ 373,020	\$ 553,495
Audit related fees (1)	<u>7,500</u>	<u>7,750</u>
Audit and audit related fees	380,520	561,245
Tax fees (2)	114,554	110,567
All other fees	<u>--</u>	<u>--</u>
Total fees	<u>\$ 495,074</u>	<u>\$ 671,812</u>

(1) Audit related fees consisted principally of fees for audits of financial statements of certain employee benefit plans.

(2) Tax fees consisted of fees for tax consultation and tax compliance services.

Recommendation of the Board of Directors Concerning the Election of Independent Public Accountants

The Board recommends a vote FOR ratification of the appointment of KPMG LLP as the Company's independent auditor for the current fiscal year.

EXPENSES OF SOLICITATION

All expenses incurred in connection with the solicitation of proxies will be borne by the Company. The Company will request brokerage houses, custodians, fiduciaries and nominees to forward proxy materials to their principals and will reimburse them for their reasonable expenses in doing so. The Company expects to retain assistance in proxy solicitation, the expenses for which are not expected to exceed \$50,000. Solicitation may also be undertaken by mail, telephone and personal contact by directors, officers and employees of the Company without additional compensation.

The Bank of New York, the Company's transfer agent and registrar, will receive and tabulate proxies.

STOCKHOLDERS' PROPOSALS

Proposals of stockholders intended to be presented at the 2005 Annual Meeting of Stockholders must be received by the Company on or before Friday, September 24, 2004, to be eligible for inclusion in the Company's proxy statement and proxy relating to that meeting.

Under the Company's Certificate of Incorporation and By-Laws, stockholders desiring to nominate persons for election as directors or bring other business before the annual meeting must deliver or mail a notice to the Secretary that must be received at the principal executive offices of the Company not less than 60 days nor more than 90 days prior to the anniversary date of the immediately preceding annual meeting of stockholders; provided, however, that in the event that the annual meeting is called for a date that is not within 30 days before or after such anniversary date, notice by the stockholder in order to be timely must be so received not later than the close of business on the tenth day following the day on which such notice of the date of the annual meeting is mailed or such public disclosure of the date of the annual meeting is made, whichever first occurs. Stockholders' notices must contain the specific information set forth in the Certificate of Incorporation and the By-Laws. Stockholders will be furnished a copy of the Company's Certificate of Incorporation and By-Laws without charge upon written request to the Secretary of the Company.

OTHER INFORMATION

The Company knows of no other matters which will be presented for consideration at the Annual Meeting. If any other matters or proposals properly come before the meeting, including voting for the election of any person as a Director in place of a nominee named herein who becomes unable to serve or for good cause will not serve, and voting on proposals omitted from the proxy statement pursuant to the rules of the Securities and Exchange Commission, it is intended that proxies received will be voted in accordance with the discretion of the proxy holders.

The Annual Report to Stockholders for the fiscal year ended September 30, 2003, which includes financial statements, is enclosed. The Annual Report does not form any part of the material for the solicitation of proxies.

Any stockholder who desires a copy of the Company's 2003 Annual Report on Form 10-K filed with the Securities and Exchange Commission may obtain a copy (excluding exhibits) without charge by addressing a written request to the Secretary, Rofin-Sinar Technologies Inc., 40984 Concept Drive, Plymouth, Michigan 48170.

By Order of the Board of Directors

*Peter Wirth
Chairman of the Board,
President and
Chief Executive Officer*

Plymouth, Michigan
January 30, 2004

ROFIN-SINAR TECHNOLOGIES INC.
AUDIT COMMITTEE OF THE BOARD OF DIRECTORS CHARTER

I. PURPOSE

The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing: the financial reports and other financial information provided by the Corporation to any governmental body or the public; the Corporation's systems of internal controls regarding finance, accounting, legal compliance and ethics that management and the Board have established; and the Corporation's auditing, accounting and financial reporting processes generally. Consistent with this function, the Audit Committee should encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures and practices at all levels. The Audit Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Corporation's financial reporting process.
- Review and appraise the audit efforts of the Corporation's independent accountants.
- Provide an open avenue of communication among the independent accountants, financial and senior management and the Board of Directors.

The Audit Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in Section IV of this Charter.

II. COMPOSITION

The Audit Committee shall be comprised of two or more directors as determined by the Board, each of whom shall be independent directors, and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. All members of the Committee shall have a working familiarity with basic finance and accounting practices, and at least one member of the Committee shall have accounting or related financial management expertise.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board or until their successors shall be duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall meet at least one time annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee should meet at least annually with management and the independent accountants in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Audit Committee shall:

Documents/Reports Review

1. Review and update this Charter periodically, at least annually, as conditions dictate.
2. Review the organization's annual financial statements.
3. Review with financial management and the independent accountants the 10-K prior to its filing. The Chair of the Committee may represent the entire Committee for purposes of this review.

Independent Accountants

4. Recommend to the Board of Directors the selection of the independent accountants, considering independence and effectiveness and approve the fees and other compensation to be paid to the independent accountants. On an annual basis, the Committee should review and discuss with the accountants all significant relationships the accountants have with the Corporation to determine the accountants' independence.
5. Review the performance of the independent accountants and approve any proposed discharge of the independent accountants when circumstances warrant.
6. At least once a year consult with the independent accountants out of the presence of management about internal controls and the fullness and accuracy of the organization's financial statements.

Financial Reporting Processes

7. In consultation with the independent accountants, review the integrity of the organization's financial reporting processes, both internal and external.
8. Consider the independent accountants' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.
9. Consider and approve, if appropriate, major changes to the Corporation's auditing and accounting principles and practices as suggested by the independent accountants or management.

Process Improvement

10. Establish regular and separate systems of reporting to the Audit Committee by each of management and the independent accountants regarding any significant judgments made in management's preparation of the financial statements and the view of each as to appropriateness of such judgments.
11. Following completion of the annual audit, review separately with each of management and the independent accountants any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
12. Review any significant disagreement among management and the independent accountants in connection with the preparation of the financial statements.
13. Review with the independent accountants and management the extent to which changes or improvements in financial or accounting practices, as approved by the Audit Committee, have been implemented. (This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.)

Ethical and Legal Compliance

14. Establish, review and update periodically a Code of Ethical Conduct and ensure that management has established a system to enforce this Code.
15. Review management's monitoring of the Corporation's compliance with the organization's Ethical Code, and ensure that management has the proper review system in place to ensure that Corporation's financial statements, reports and other financial information disseminated to governmental organizations, and the public satisfy legal requirements.
16. Review, with the organization's counsel, legal compliance matters including corporate securities trading policies.
17. Review any legal matter reported by the independent accountants that could have a significant impact on the organization's financial statements.
18. Perform any other activities consistent with this Charter, the Corporation's By-laws and governing law, as the Committee or the Board deems necessary or appropriate.

November 10, 1999
Rofin-Sinar Technologies Inc.
Board of Directors

ROFIN-SINAR TECHNOLOGIES INC.
NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS CHARTER

I. PURPOSE

The Committee is established by the Board of Directors for the following purposes: (i) assisting the Board by actively identifying individuals qualified to become Board members, (ii) recommending to the Board the director nominees for election at the next annual meeting of stockholders,

II. COMPOSITION

1. Members. The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by the Board.
2. Qualifications. Each member of the Committee shall meet all applicable independence and other requirements of law and the NASDAQ.
3. Chair. The Chair of the Committee shall be appointed by the Board.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board.

III. OPERATIONS

1. Meetings. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings.
2. Agenda. The Chair of the Committee shall develop and set the Committee's agenda, in consultation with the other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.
3. Report to the Board. The Committee shall report periodically, but not less than once annually, to the Board and shall submit to the Board the minutes of its meetings.

IV. AUTHORITY AND DUTIES

1. The Committee shall identify and recommend to the Board nominees for election or re-election to the Board, or for appointment to fill anyvacancy that is anticipated or has arisen on the Board, in accordance with the criteria, policies and principles set forth in this Charter. The Committee shall report to the Board periodically on the status of these efforts. The Committee shall review candidates for the Board recommended by stockholders. The invitation to join the Board shall be extended by the Chair of the Board.
2. The Committee shall review with the Board, on an annual basis, thecurrent composition of the Board in light of the characteristics of independence, age, skills, experience and availability of service to the Company of its members and of anticipated needs. The Committee shall establish and review with the Board the appropriate skills and characteristics required of Board members.
3. The Committee shall, upon a significant change in a director's principal occupation, review, as appropriate the continued Board membership of such director.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the committee as its deems appropriate.

The Committee shall have the power to retain search firms or advisors to identify director candidates. The Company may also retain counsel or other advisors, as it deems appropriate. The Committee shall have sole authority to retain and terminate such search firms or advisors and to review and approve such search firm or advisor's fees and other retention terms.

**ROFIN-SINAR TECHNOLOGIES INC.
CODE OF BUSINESS CONDUCT AND ETHICS**

This Code of Business Conduct and Ethics describes the standards of business conduct required of all Rofin-Sinar employees, executive officers and directors. This Code reflects our Company's vision and values. No code of conduct can replace the thoughtful behavior of an ethical director, officer or employee, but this Code serves to help us focus on key areas of ethical risk, provide guidance on appropriate behavior, and continue to foster the culture of honesty and accountability which is evident throughout Rofin-Sinar.

KEY PRINCIPLES

Confidentiality:

- Rofin-Sinar employees, officers and directors must respect and maintain the confidentiality of the information regarding the company, its services, and customers.

Officers, directors and employees must maintain the confidentiality of information entrusted to them by the Company or customers of the Company, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. The obligation to safeguard confidential information continues after employment or board service with the Company ends.

Honest and Ethical Conduct; No Conflict of Interest:

- Rofin-Sinar employees, officers and directors must act honestly and ethically in the conduct of all business activities for the Company and avoid any conflicts of interest that could inhibit their ability to act or make decisions in the best interest of the Company.

A "conflict of interest" exists when a person's private interest interferes in any way, or even appears to interfere, with the interests of the Company. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. An employee who is in any doubt as to whether a conflict of interest exists or would exist in a particular situation should check in advance with RSTI's Chief Financial Officer (Guenther Braun, Tel. +49 40 73363-177). No person may engage in an activity that involves a conflict of interest or the appearance of a conflict of interest, except with the specific prior approval in writing of RSTI's Chief Financial Officer.

Every employee, officer and director who is aware of any activity, financial interest or relationship that may present a possible conflict of interest must report the potential conflict of interest as described in the compliance policy "Duty to Report."

Corporate Opportunities:

- Rofin-Sinar employees, officers and directors may not use corporate property, information or position for personal gain.

Employees, officers and directors are prohibited from taking for themselves personally opportunities that are properly within the scope of the Company's activities, and competing with the Company. Employees, officers and directors are prohibited from competing with Rofin-Sinar and owe a duty to the Company to advance the Company's interests to the best of their abilities.

Protection of Company Assets:

- Rofin-Sinar employees, officers and directors must protect the Company's assets and ensure they are used for legitimate business purposes.

Theft, carelessness and waste have a direct impact on the Company's profitability. Employees, officers and directors are responsible for ensuring that the Company's assets are utilized efficiently.

Fair Dealing:

- Rofin-Sinar employees, officers and directors must deal fairly with other employees, customers, vendors and competitors.

No person may take unfair advantage of anyone through manipulation, concealment, use of privileged, or confidential information, misrepresentation of facts or any other unfair-dealing practice.

Compliance with Laws, Rules and Regulations:

- Rofin-Sinar employees, officers and directors must abide by all applicable laws, rules and regulations.

The Company actively promotes compliance with all laws, rules and regulations, including insider trading laws. Employees must comply with the applicable laws of the country in which they operate, as well as U.S. laws. Noncompliance is unethical, illegal and in conflict with the Company's values and commitment to integrity. Violations will be dealt with decisively.

Fair and Timely Disclosure in Public Reporting and Communications:

- The Company's Senior Financial Officers, including the Chief Executive Officer, are responsible for ensuring that such financial statements, public reports or communications contain disclosure that is full, fair, accurate, timely and understandable.

In that regard, the Senior Financial Officers are responsible for establishing and maintaining effective disclosure controls and procedures and internal controls and procedures for financial reporting.

Duty to Report:

- Rofin-Sinar employees, officers and directors who have knowledge that an applicable law, regulation, policy or ethical guideline has been, or may be, violated must promptly report such information to an appropriate person within the Company.

The Company actively promotes ethical behavior in all its business activities. The Company has an "open-door" policy and employees are encouraged to report potential violations to their supervisors, any member of management, or RSTI's Chief Financial Officer (Guenther Braun, Tel. +49 40 73363-177). Employees are also encouraged to speak to their supervisors or other appropriate personnel at any time if there is any doubt about the best course of action in a particular situation. No employee will suffer any penalty or retribution for reporting suspected misconduct or noncompliance or will be subject to adverse consequences as a result of making the report.

Adherence to this Code; Violations of this Code:

Each employee, officer and director has a personal responsibility to ensure that his or her actions abide by the letter and the spirit of this Code. Management must drive a culture in which compliance with the Company's policies and all applicable laws is at the core of all the Company's business activities.

The policies set forth in this Code are supported by the specific and detailed policies and practices contained in the Company's Employee Handbook.

The values and principles set forth in this Code are important to the Company and must be taken seriously by all of us. Accordingly, violations will lead to disciplinary action in accordance with the Company's policies. Such disciplinary action may include reprimand, reimbursement of any loss or damage suffered by the Company or termination of employment. Under certain circumstances, violation of this Code may also result in referral for civil action or criminal prosecution, or any other disciplinary action deemed appropriate by the Company.

Waivers of this Code

Any waiver of this Code for executive officers (including Senior Financial Officers) or directors may be made only by the Board of Directors or a Board Committee and must be disclosed to shareholders as required by applicable law or stock exchange regulations.