

ROFIN-SINAR Technologies Inc.

Plymouth, MI, US
NASDAQ: RSTI, Prime Standard FSE: ISIN US7750431022

Invitation to Annual Meeting of Stockholders

Dear Stockholder:

You are cordially invited to attend ROFIN's Annual Meeting of Stockholders which will be held on June 29, 2016, at ROFIN's corporate headquarters, 40984 Concept Drive, Plymouth, MI 48170 (USA), immediately following the conclusion of our Special Meeting of stockholders being held at 10:00 a.m., local time.

At this year's Annual Meeting the agenda includes:

1. **Election of three (3) Class II Directors** to serve for a term to expire in 2019 and until their respective successors have been duly elected or appointed, provided that if the Merger is completed, their term will expire at the effective time for the Merger:

a.) Carl F. Baasel b.) Gary K. Willis c.) Daniel J. Smoke
2. **Proposal to adopt and approve an amendment to our Certificate of Incorporation to declassify the Rofin board of directors and provide for the annual election of directors** (the "Board Declassification Proposal")
3. **Proposal to adopt and approve an amendment to our Certificate of Incorporation to eliminate the supermajority voting requirements** (the "Supermajority Voting Elimination Proposal")
4. **Proposal to adopt and approve an amendment to our Certificate of Incorporation to enable certain stockholders to call special meetings** (the "Special Meeting Proposal")
5. **Proposal to adopt and approve an amendment to our Certificate of Incorporation to enable stockholder action by written consent** (the "Stockholder Written Consent Proposal")
6. **Proposal to ratify the Audit Committee's selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2016** (the "Auditor Ratification Proposal")
7. **Proposal to approve, on a non-binding, advisory basis, our executive compensation** (the "Compensation Proposal")
8. **The transaction of such other business as may properly come before the meeting and any adjournments or postponements thereof.**

The above items are fully discussed in the Company's Proxy Statement for the Annual Meeting, which can be downloaded below or which will be sent to you on request via separate mail. In addition, non-US shareholders may request the proxy material at M.M. Warburg & CO (AG & Co.) KGaA, Wertpapierverwaltung, Ferdinandstr. 75, 20095 Hamburg/Germany.

Recommendation of the Board:

The Board of Directors recommends that you vote **FOR** election of the slate of nominees for directors and **FOR the Proposals 2-7**.

Prerequisite for Participation:

Only stockholders of record as of the close of business on May 12, 2016 (the "Record Date"), are entitled to notice of and to vote at the Annual Meeting or any adjournment thereof. If you plan to attend the Annual Meeting in person, please advise the Company directly at 40984 Concept Drive, Plymouth, MI 48170, USA).

Non-US shareholders who want to attend the Annual Meeting in person, need a confirmation from their depository bank as proof of share ownership at the Record Date (depositing certificate of the custodian bank). We ask all non-US shareholders to vote in written form via their custodian bank or to issue a corresponding power of attorney. Non-US shareholders should ask their depository bank to transfer the votes to Clearstream **until 20:00 German Time (2:00 PM US Eastern Time) at the latest**. The exercise of voting rights or authorization of a voting representative or the proxies appointed by the Company is effected by means of the "proxy card". Non-US shareholders may not vote directly at the Annual Meeting.

US shareholders should refer to the proxy statement that they will receive on how to vote.

Total number of shares outstanding and shares entitled to vote at the Annual Meeting:

As of the close of business on the Record Date, there were 33,589,487 issued shares of Common Stock of the Company, 28,332,903 shares thereof are outstanding and entitled to vote at the Annual Meeting. The Company holds 5,256,584 shares in treasury, which are not entitled to vote.

Please do not hesitate to contact us for further information.

ROFIN-SINAR Technologies
Investor Relations

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