

Please enclose a copy of the deposit confirmation to this power of attorney! Otherwise the Company requests the following details in order to enable it to definitely assign this power of attorney to the deposit confirmation of the issuing bank. The deposit number will be kept confidential and does not appear in the register of participants.	
Details concerning the shareholder/the shareholders (in case of more depositors)	
Name(s) / Company	
Address (Postal Code, City, Street, Number)	
Natural persons: date of birth / Legal persons: corporate register and register number (if existing)	
Name of the financial institution where deposit is kept	
Bank Code or BIC	Deposit number

POWER OF ATTORNEY (“PoA”)

Ordinary General Meeting
AT & S Austria Technologie & Systemtechnik Aktiengesellschaft
on July 3, 2014

I/We,,
(name/company and address of issuer of PoA¹)
herewith authorise

to,
(PoA holder’s name/company and address)

to represent me/us in the General Meeting mentioned above and to exercise the voting right for me/us.

At the same time I/we instruct him/her to exercise my/our voting rights with regard to the resolution proposals of the Management Board and/or Supervisory Board of the Company as follows:

		For	Against	Abstention
Agenda Item 2:	Appropriation of the profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 3:	Discharge of the members of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 4:	Discharge of the members of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 5:	Remuneration of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 7:	Election of the auditor and group auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 8:	Supervisory Board Election	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 9:	Resolution regarding the authorization of the Management Board to increase the share capital pursuant to Section 169 Stock Corporation Act (authorized capital) with the possibility to	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

¹ If you issue this PoA not as a shareholder, but as proxy of a shareholder, please enclose a confirmation of your power of representation (proxy issued by the shareholder, subscription decree of a court, etc.)

exclude the subscription right and amendment of the Articles of Association in Section 4 and authorization of the Supervisory Board to adopt amendments to the Articles of Association resulting from the issuance of shares under the authorized capital

- Agenda Item 10: Resolution regarding (i) the authorization of the Management Board to issue convertible bonds pursuant to Section 174 para 2 Stock Corporation Act with the possibility to exclude the subscription right as well as on the revocation of the existing authorization granted by a resolution in the General Meeting of July 7, 2010 and (ii) regarding the conditional increase of the nominal capital pursuant to Section 159 para 2 item 1 Stock Corporation Act and amendment of the Articles of Association in Section 4 and authorization of the Supervisory Board to adopt amendments to the Articles of Association resulting from the issuance of shares under the conditional capital.

Should separate votings take place on the same item of the agenda, the instruction given for that item shall apply to each sub-item. If **no instruction** has been given, the representative has to vote in accordance with the resolution proposal of the Management Board and/or Supervisory Board of the Company. If a **resolution proposal**, with respect to which an instruction had been given, is **changed** prior to or in the course of the General Meeting, or if a resolution proposal is **made by a shareholder**, the representative has to abstain from voting on such resolution proposal.

This PoA applies to a number of of my/our shares. (If you leave this field blank the PoA automatically refers to all of the shares covered by the deposit confirmation on the record date issued by the bank keeping the deposit.)

Granting sub-authorization is permitted.
(Please mark, if desired.)

Telephone number and/or E-Mail for further information:.....

.....
(Location, Date)

.....
(Legally binding signature/s)

IMPORTANT INFORMATION: Declarations concerning the granting and revoking of proxies may be sent to the Company in text form, not later than, **July 2, 2014, 4 p.m. (Local Time Vienna)** by one of the following means:

- via mail, courier or in person to:
AT & S Austria Technologie & Systemtechnik Aktiengesellschaft, c/o Martin Theyer, Fabriksgasse 13, 8700 Leoben-Hinterberg;
- as an un-editable document (PDF) in electronic form to e-mail:
anmeldung.ats@hauptversammlung.at;
- by fax to +43-1-8900 500 87;

- via SWIFT: GIBAATWGGMS – Message Type MT598; please ensure that ISIN AT0000969985 is indicated in the wording.

On the day of the General Meeting the transmission is only permitted personally by presenting it at the registration at the General Meeting at the meeting place.

For any questions as to this Power of Attorney please contact us under +43 (0)660 1599951.