

POWER OF ATTORNEY AND VOTING INSTRUCTIONS

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

I/we _____
(name/firm and address of issuer of power of attorney¹)

(address and telephone number for further information)

herewith authorize Mr. Dr. Michael Knap, c/o IVA, A-1130 Vienna, Feldmühlgasse 22/4, to represent me/us at the General Meeting of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft on July 3, 2014 and to exercise share voting rights on behalf of me/us. Mr. Dr. Knap is authorized to grant sub-powers of attorney.

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

At the same time I/we instruct him to exercise or to let exercise my/our voting rights with regard to the resolution proposals by 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 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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)	<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.).

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 an individual voting take place on an item of the agenda, the instruction given for that item shall apply to each sub-item. If we/I did not provide express instructions (also concerning individual agenda items), this proxy is void. 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.

_____ on _____ 2014
Location *Date* *legally binding signature/s*

Information: This form together with a copy of the deposit confirmation of the bank must be received by IVA, A-1130 Wien, Feldmühlgasse 22/4, by July 1, 2014 at the latest. The representative will be present at the General Meeting and reachable during the General Meeting via weisungen.ats@hauptversammlung.at.