

CONVOCA T I O N
of the
25th Ordinary General Meeting
of
AT & S Austria Technologie & Systemtechnik Aktiengesellschaft
to be held on
July 4, 2019 (Thursday) 10.00 a.m.
at
Montanuniversität Leoben
Erzherzog-Johann-Trakt
Erzherzog-Johann-Auditorium
Ignaz-Buchmüller-Platz 4
8700 Leoben

The meeting will be webcasted at www.ats.net until the beginning of the debate. The recording will remain accessible after the meeting.

Agenda

1. Report of the Management Board; Submission of the individual adopted annual financial statements including directors' report, (consolidated) corporate governance report and (consolidated) non-financial report as well as the consolidated financial statements including directors' report for the business year from April 1, 2018 until March 31, 2019 (2018/19) and the report of the Supervisory Board for the business year from April 1, 2018 until March 31, 2019 (2018/19) as well as of the proposal for the appropriation of the profits.
2. Resolution regarding the appropriation of the profits shown in the financial statements for the business year 2018/19.
3. Resolution on the granting of discharge to the members of the Management Board for the business year 2018/19.
4. Resolution on the granting of discharge to the members of the Supervisory Board for the business year 2018/19.
5. Resolution regarding the determination of the remuneration of the members of the Supervisory Board for the business year 2018/19.
6. Report of the Management Board regarding the purchase and use of treasury shares pursuant to Section 65 (3) Stock Corporation Act.
7. Election of the auditor and group auditor for the business year 2019/20.
8. Supervisory Board elections.

9. Resolution regarding the authorization of the Management Board to repurchase shares in the Company in accordance with Section 65 (1) (8) Stock Corporation Act and to cancel shares and of the Supervisory Board to adopt the amendments to the Articles of Association resulting from such cancellation as well as on the revocation of the respective existing authorization granted by resolution in the General Meeting of July 6, 2017.
10. Resolution on the authorization of the Management Board to utilize the Company's treasury stock or dispose of it also by other means than via the stock exchange or a public offering for any legally permissible purpose and to also exclude the general purchasing possibility of the shareholders ("exclusion of subscription rights") as well as on the revocation of the respective existing authorization granted by resolution in the General Meeting of July 6, 2017.
11. 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 according to the authorized capital.
12. Resolution regarding (i) the authorization of the Management Board to issue convertible bonds pursuant to Section 174 (2) Stock Corporation Act with the possibility to exclude the subscription right, and (ii) the conditional increase of the nominal capital pursuant to Section 159 (2) (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 according to the conditional capital.

Documents for the General Meeting

For preparation for the General Meeting, the following documents will be available to our shareholders as of June 13, 2019 at the latest:

- Individual annual financial statements with directors' report,
- (Consolidated) corporate governance report,
- (Consolidated) non-financial report,
- Consolidated financial statements with directors' report,
- Report of the Supervisory Board pursuant to Section 96 Stock Corporation Act,
- Report of the Management Board pursuant to Section 65 (3) Stock Corporation Act, each for the business year 2018/19,
- the joint proposals for resolutions of the Management and Supervisory Boards concerning agenda items 2, 3, 4, 5, 9, 10, 11 and 12 including the proposal for the appropriation of the profits,
- the proposals for resolutions of the Supervisory Board concerning agenda item 7 and 8, and the declarations pursuant to Section 87 (2) Stock Corporation Act of the persons nominated for the Supervisory Board elections regarding professional qualifications, professional or similar occupations, and concerns with regard to potential conflicts of interest,
- Report of the Management Board pursuant to Section 65 (1b) in conjunction with Section 170 (2) and 153 (4) Stock Corporation Act,

- Report of the Management Board pursuant to Section 170 (2) in conjunction with Section 153 (4) Stock Corporation Act,
- Report of the Management Board pursuant to Section 174 (2) in conjunction with Section 153 (4) Stock Corporation Act,
- Articles of Association with the proposed amendments.

Each shareholder is granted access to these documents at the Company's headquarters at Fabriksgasse 13, 8700 Leoben-Hinterberg, Austria, during business hours. In addition, the individual and consolidated financial statements, each including annexes, will be published in the "Amtsblatt zur Wiener Zeitung" (official gazette section of the "Wiener Zeitung").

The specified documents, the complete text of this convocation, and forms for granting and revoking a proxy and all further publications of the Company in connection with this General Meeting will also be freely available on the Company's website www.ats.net (Category Investors > Annual General Meeting) as of **June 13, 2019** at the latest, and shall be provided in electronic form pursuant to Section 119 (9) Stock Exchange Act, to the extent required by law.

Attendance of shareholders at the General Meeting

Entitlement to attend the General Meeting and to exercise voting rights and all other shareholders' rights at the General Meeting is conditional on the holding of shares on the record date, i.e. 24.00 hours – midnight – (CET/CEST Local Time Vienna), **June 24, 2019**.

Only shareholders who provide evidence of their shareholdings on the record date are entitled to attend the General Meeting.

Deposit bearer shares

Evidence of shareholdings on the relevant date must be furnished by way of a confirmation issued by the bank where the shareholder has deposited his/her shares (deposit confirmation) if the bank is domiciled in a member state of the EEA or OECD. Shareholders who have deposited their shares with a bank which does not meet these criteria are requested to contact the Company.

The deposit confirmation must be issued in German or English in accordance with the relevant statutory provisions (Section 10a Stock Corporation Act) and contain the following information:

1. Details of the issuing bank: Name (company) and address;
2. Shareholder details: Name (company) and address, date of birth in the case of natural persons, corporate register and register number in the case of legal persons;
3. Deposit number or other relevant description;
4. Details of the shares: Number of shares and their designation or ISIN;
5. Express declaration that the confirmation relates to the deposit holding as of 24.00 hours – midnight – (CET/CEST Local Time Vienna), **June 24, 2019** (record date).

Deposit confirmations must be received by **July 1, 2019, 24.00 hours – midnight – (CET/CEST Local Time Vienna)**, by the Company in any of the following ways:

- via mail, courier or in person to:
AT & S Austria Technologie & Systemtechnik Aktiengesellschaft,
FAO Mrs. Gerda Königstorfer, Fabriksgasse 13, 8700 Leoben-Hinterberg, Austria;
- as an un-editable document (PDF) in electronic form to email:
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.

Transmissions of the deposit confirmation to the Company shall also constitute registration of the shareholder for the attendance of the General Meeting.

Banks are requested to send deposit confirmations where possible collectively (in list format). The shareholders are not blocked by registering their attendance at the General Meeting or by sending deposit confirmations; therefore shareholders may freely dispose of their shares after registration or transmission of a deposit confirmation.

Representation of shareholders at the General Meeting

Each shareholder who is entitled to attend the General Meeting has the right to appoint a natural or legal person to represent him/her. The proxy holder attends the General Meeting on behalf of the shareholder and has the same rights as the shareholder represented. Each power of attorney must name the proxy holder(s). Shareholders are not restricted in terms of the number of persons they appoint to represent them and in their choice of proxy holder, however, the Company itself, or a member of the Management or Supervisory Boards, may only exercise the right to vote as a proxy holder if the shareholder has provided express instructions regarding the individual agenda items.

A shareholder may grant power of attorney to the bank where he/she has deposited his/her shares subject to the agreement of that bank. In such case, in addition to the deposit confirmation, it is sufficient for the bank to provide the Company with a declaration by one of the permitted means (see above) that it has been granted a power of attorney; the power of attorney itself needs not to be sent to the Company in such case.

A power of attorney may be revoked by the shareholder. The revocation becomes effective upon receipt by the Company.

Declarations concerning the granting and revoking of power of attorneys may be sent to the Company in text form, not later than **July 3, 2019, 4.00 pm (CET/CEST Local Time Vienna)**, by one of the following means:

- via mail, courier or in person to:
AT & S Austria Technologie & Systemtechnik Aktiengesellschaft,
FAO Mrs. Gerda Königstorfer, Fabriksgasse 13, 8700 Leoben-Hinterberg, Austria;
- as an un-editable document (PDF) in electronic form to email:
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 valid in person through submission with registration for the General Meeting at the place of assembly.

As a special service and in line with our principles of Corporate Governance, the shareholders are provided with the option of having their voting right exercised in accordance with their instructions by Dr. Michael Knap, an independent proxy holder of the Interessenverband für Anleger [Association for Investors] (IVA), Feldmühlgasse 22, 1130 Vienna, Austria. In the case of interest, a direct approach is possible under tel.+43-1-8763343-30, fax +43-1-8763343-39, or email michael.knap@iva.or.at. The representative will be present at the General Meeting and reachable during the General Meeting via the email address weisungen.ats@hauptversammlung.at. Please note that such e-mail address only serves the reachability of Dr. Michael Knap during the General Meeting! AT & S Austria Technologie & Systemtechnik Aktiengesellschaft bears the costs for the proxy. All other costs have to be borne by the shareholder, especially their own banking fees for the deposit confirmation or the postal charges.

The shareholder must request a deposit confirmation from the bank where his/her shares are deposited. Dr. Michael Knap must be granted a written authorization to act as a proxy holder on this deposit confirmation (or on a separate sheet). A copy of the deposit confirmation must be sent together with the original of the written power of attorney by the shareholder to Dr. Michael Knap, c/o IVA, Feldmühlgasse 22, 1130 Vienna, Austria. As the copy of the deposit confirmation together with the original power of attorney must be received by the IVA not later than **July 2, 2019**, we would request that shareholders bear postal delivery durations in mind.

The shareholder must provide Dr. Michael Knap with instructions as to how he (or a sub-proxy authorized by Dr. Michael Knap) should exercise the voting right. Dr. Michael Knap exercises the voting right solely on the basis of the instructions given by the shareholder. Without express instructions the power of attorney is invalid. Should separate votes be taken on each clause of an agenda item, an instruction provided in connection therewith shall apply to each sub-item. Please note that Dr. Michael Knap does not accept any requests to make comments, object to General Meeting resolutions, ask questions or propose resolutions.

Resolutions to be put on the vote are posted on the Company's website at www.ats.net (Category Investors > Annual General Meeting) as soon as they come to the knowledge of the Company.

We recommend that shareholders use the form available on the internet at www.ats.net (Category Investors > Annual General Meeting) to grant or revoke authorizations.

Shareholders' rights in connection with the General Meeting

Shareholders whose holdings represent a combined total of at least 5% of the capital stock since at least three months may require in writing the inclusion and announcement of additional General Meeting agenda items by **June 13, 2019** (date of receipt). A proposal for resolution and justification thereof must be submitted for each such agenda item.

Shareholders whose holdings represent a combined total of at least 1% of the capital stock may submit proposals for resolutions in text form for each agenda item, to be accompanied by a justification, by **June 25, 2019**, and require the proposed resolutions to be posted on the Company's website with the names of the relevant shareholders, the justification and a statement of the Management Board or the Supervisory Board (if any). For the elections to the Supervisory Board (agenda item 8) the following must be observed: In case of a proposal for the election of a member of the Supervisory Board, the statement pursuant to Section 87 (2) Stock Corporation Act of a nominated person replaces the justification. Regarding the election of members of the Supervisory Board, the General Meeting shall take into consideration the criteria of Section 87 (2a) Stock Corporation Act; in particular the professional and personal qualifications of the members of the Supervisory Board, a balanced composition of expertise of the Supervisory Board, aspects of diversity and internationality as well as the professional reliability.

Regarding proposals for the election of Supervisory Board members it is further declared that the Company falls within the scope and is subject to Section 86 (7) Stock Corporation Act.

In accordance with Section 86 (9) Stock Corporation Act, an objection against the joint fulfillment of the minimum quota set out in Section 86 (7) Stock Corporation Act was raised by the majority of the capital representatives more than six weeks prior to the Annual General Meeting. Therefore, the minimum quota of 30% has to be fulfilled by the capital and employee representatives in the Supervisory Board separately.

At present, the Supervisory Board is composed of twelve members (eight capital representatives and four employee representatives). In case of an unchanged number of Supervisory Board members, due to the separate fulfillment of the gender quota in the Supervisory Board of the Company, at least two seats of the capital representatives are each required to be filled with men and women in order to fulfill the minimum quota on the side of the capital representatives set out in Section 86 (7) Stock Corporation Act.

Further information regarding these rights, in particular how to submit motions to the Company and evidence shareholdings is now available on the internet at www.ats.net (Category Investors > Annual General Meeting).

Every shareholder has the right to propose motions at the General Meeting with regard to each agenda item which do not require prior announcement. Prerequisite therefor is the evidence of the entitlement to attend the General Meeting. For a shareholder to propose the election of a member to the Supervisory Board, the submission of a draft resolution in accordance with Section 110 Stock Corporation Act, to be accompanied by a statement pursuant to Section 87 (2) Stock Corporation Act (see above) is mandatory.

According to Section 118 Stock Corporation Act every shareholder has the right to request information regarding Company matters at the General Meeting, provided that such information is necessary for the proper assessment of an agenda item. The duty to provide information extends to legal and business relationships between the Company and Group companies, and to the condition of the Group and its consolidated subsidiaries. Such information must comply with the principles of diligent and truthful accountability. Information may be denied if and to the extent that (i) according to reasonable business judgment, it could cause significant harm to the Company or a Group company, or (ii) the provision of information would be unlawful, or (iii) it has been

published on the Company's website, as registered in the Commercial Register, in the form of question and answer through at least seven days prior to the beginning of the General Meeting.

Total number of shares and voting rights

According to Section 120 (2) (1) Stock Exchange Act we announce, that the Company has issued 38,850,000 no-par value bearer shares and every no-par value share confers one vote. At the time of convocation of the General Meeting, the Company holds no treasury shares. The total number of voting rights at the date of the convening of the Annual General Meeting therefore amounts to 38,850,000.

Admission to the General Meeting

To ensure the smooth process of the entrance control, shareholders are kindly asked to arrive in time before the beginning of the General Meeting. Admission to obtain ballot forms commences at 9.00 a.m.

Shareholders or their proxies are advised that they must present an official identification document (driver's license, passport or identity card) to confirm their identities upon admission to the General Meeting.

The General Meeting is the key governing body of a stock corporation as it is the forum for the Company's owners – the shareholders. We therefore hope you will appreciate that we cannot turn a General Meeting into an event for guests, much as we value such interest, and that attendance as guest is possible only on personal invitation and after consultation under tel. +43 3842 200-5925.

Information for shareholders on the processing of personal data

AT & S Austria Technologie & Systemtechnik Aktiengesellschaft (hereinafter AT&S) processes shareholders' and their representatives' **personal data**, including but not limited to the data as stated in Section 10a (2) Stock Corporation Act (name, address, date of birth, the number of the securities deposit account, number of shares held by the shareholder, class of shares (if applicable), number of the voting card, and name and date of birth of the proxy representative (if applicable)), in accordance with the applicable data protection laws, in particular the **European Union's General Data Protection Regulation** (GDPR) and the Austrian **Data Protection Act**, to enable the shareholders to exercise their rights during the course of the General Meeting.

The processing of personal data is mandatory for the organisation of the General Meeting and for the attendance of shareholders and their representatives at the General Meeting in accordance with the Stock Corporation Act. Legal basis for the processing is the necessity for **compliance with legal obligations** (Article 6 (1) c) GDPR) and for the **purpose of AT&S' legitimate interest** in the organisation of the General Meeting (Article 6 (1) f) GDPR).

AT&S is the **data controller** responsible for the processing of the personal data. For the purpose of organising the General Meeting, AT&S makes use of external **service providers**, such as notaries, attorneys, banks and IT service providers. These service providers receive from AT&S only those personal data that are necessary to provide the requested services and they process the data solely in accordance with the instructions of AT&S.

If a shareholder or his or her representative attends the General Meeting, all attending shareholders and their representatives, the members of the Management and Supervisory Boards, the notary, and all persons with a legal right to attend can look into the legally mandated **attendance list** (Section 117 Stock Corporation Act) and so see the personal data stated therein (e.g. name, place of residence, interests held). Moreover, AT&S is legally required to annex personal shareholder and representative data (including but not limited to the attendance list) to the notarial record and submit such data to the public **company register** (Section 120 Stock Corporation Act).

The data of the shareholders are anonymised and erased as soon as they are no longer needed for the purpose for which they were collected and processed, and as long as no other legal obligations require their further storage. **Documentation and retention obligations** arise from corporate, stock corporation and takeover law, from legislation on taxes and duties, and from money laundering regulations. In the event that legal claims are asserted by shareholders against AT&S or by AT&S against shareholders, the storage of personal data serves the purpose of **clarifying and asserting such claims** in individual cases. In the context of legal proceedings involving civil lawsuits, this may result in the storage of data during the period of limitation plus the duration of the legal proceedings until the latter's legally valid conclusion.

Shareholders are at all times entitled to exercise any of the **rights of access, rectification, restriction, objection and erasure** with regard to the processing of their personal data as well as to exercise their **right to data portability** in accordance with chapter III GDPR. Shareholders may assert these rights against AT&S free of charge by sending an e-mail to datenschutz@ats.net or by postal mail to the following **address**:

AT & S Austria Technologie & Systemtechnik Aktiengesellschaft

Fabriksgasse 13
8700 Leoben-Hinterberg
Austria

Furthermore, shareholders have the **right to lodge a complaint** with the **supervisory authorities for data protection** according to Article 77 GDPR.

Leoben-Hinterberg, June 5, 2019

The Management Board