

AT & S Austria Technologie & Systemtechnik Aktiengesellschaft

Leoben, FN 55638 x

ISIN AT0000969985

("Company")

Convocation of the 29th Ordinary General Meeting

We hereby invite our shareholders to the 29th Ordinary General Meeting of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft on **Thursday, July 6, 2023 at 10:00 a.m., CEST, Vienna time**, at the premises of **Live Congress Leoben BetriebsgmbH, 8700 Leoben, Hauptplatz 1**.

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

I. 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 consolidated directors' report for the business year from April 1, 2022 until March 31, 2023 (2022/23) and the report of the Supervisory Board for the business year from April 1, 2022 until March 31, 2023 (2022/23) as well as of the proposal for the appropriation of the profits.
2. Resolution regarding the appropriation of the balance sheet profits shown in the financial statements for the business year 2022/23.
3. Resolution on the granting of discharge to the members of the Management Board for the business year 2022/23.
4. Resolution on the granting of discharge to the members of the Supervisory Board for the business year 2022/23.
5. Resolution regarding the determination of the remuneration of the members of the Supervisory Board for the business year 2022/23.
6. Resolution on the remuneration report.
7. Election of the auditor and group auditor for the business year 2023/24.
8. Resolution on the amendment of the Articles of Association in § 3 "Publications and announcements".

This document represents a convenience translation of the official (German) version. In case of discrepancies between the official (German) version and this English convenience translation the official (German) version shall prevail.

9. Resolution on the amendment of the Articles of Association in § 6 (1) "Composition of the Board".
10. Resolution on the amendment of the Articles of Association in V. Annual General Assembly of Shareholders § 22 "General provisions" (Virtual General Meeting).
11. 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 8, 2021.

II. DOCUMENTS FOR THE GENERAL MEETING; INFORMATION PROVIDED ON THE WEBSITE

Pursuant to Section 108 (3) and (4) Stock Corporation Act, in particular, the following documents will be available on the Company's website at **www.ats.net** (Investors > Annual General Meeting > 29th Ordinary General Meeting) no later than **June 15, 2023**:

- Individual annual financial statements with directors' report,
 - (Consolidated) corporate governance report,
 - (Consolidated) non-financial report,
 - Consolidated financial statements with consolidated directors' report,
 - Report of the Supervisory Board pursuant to Section 96 Stock Corporation Act,
 - Annual Report
- each for the business year 2022/23,
- The joint proposals for resolutions of the Management and Supervisory Boards concerning agenda items 2 to 6 and 8 to 11,
 - The proposal for resolution of the Supervisory Board concerning agenda item 7,
 - Remuneration report,
 - Form for granting power of attorney,
 - Form for granting power of attorney and instructions to the independent representative (IVA),
 - Form for revoking power of attorney,
 - Full text of this convocation.

III. RECORD DATE AND CONDITIONS FOR PARTICIPATION IN THE GENERAL MEETING

The entitlement to participate in the General Meeting and to exercise voting and other shareholder rights which are to be asserted at the General Meeting is conditional on the holding of shares at the **end of June 26, 2023 (24:00 hours, CEST, Vienna time) (record date)**.

Only persons who are shareholders on the record date and who provide evidence thereof to the Company are entitled to participate in the General Meeting.

For evidencing the shareholding on the record date, a deposit certificate in accordance with Section 10a Stock Corporation Act must be submitted, which must be received by the Company no later than **July 3, 2023 (24:00 hours, CEST, Vienna time)**, exclusively by one of the following communication channels and addresses:

(i) for transmission of the deposit certificate in text form	
By e-mail	anmeldung.ats@hauptversammlung.at (please provide deposit certificates in PDF format)
By telefax	+43 (0) 1 8900 500 – 50
(ii) for transmission of the deposit certificate in hard copy	
By post or courier	AT & S Austria Technologie & Systemtechnik Aktiengesellschaft c/o HV-Veranstaltungsservice GmbH 8242 St. Lorenzen am Wechsel, Köppel 60
By SWIFT	GIBAATWGGMS (Message Type MT598 or MT599, please ensure that ISIN AT0000969985 is indicated in the wording)

Shareholders are asked to contact their custodian bank and arrange for a deposit certificate to be issued and sent.

The record date has no impact on the saleability of the shares and is not relevant to dividend entitlements.

This document represents a convenience translation of the official (German) version. In case of discrepancies between the official (German) version and this English convenience translation the official (German) version shall prevail.

Deposit certificate in accordance with Section 10a Stock Corporation Act

The deposit certificate must be issued by the custodian bank domiciled in a member state of the European Economic Area or in a full member state of the OECD and must contain the following information (Section 10a (2) Stock Corporation Act):

- Information on the issuer: name/company and address or a code typically used in transactions between banks (SWIFT code),
- Information on the shareholder: name/company, address, date of birth if shareholder is a natural person, register and number (if any) in the case of legal entities,
- Information on the shares: number of shares held by the shareholder; ISIN AT0000969985 (commonly used international securities identification number),
- deposit number, securities account number or other designation,
- date or period of time to which the deposit certificate relates.

The deposit certificate used as evidence of shareholding for the purpose of participating in the General Meeting must refer to the end of the record date of **June 26, 2023** (24:00 hours, CEST, Vienna time).

The deposit certificate will be accepted in German or in English.

Proof of identity and admission

Shareholders and their representatives are requested to have a valid official photo ID available for identification purposes at the registration.

If you come to the General Meeting as a representative, please take, in addition to your official photo ID, the power of attorney with you. If the original of the power of attorney has already been sent to the Company, you will facilitate admission if you present a copy of the power of attorney.

AT & S Austria Technologie & Systemtechnik Aktiengesellschaft reserves the right to ask for proof of identity of persons appearing at the meeting. If it is not possible to verify a person's identity, admission may be denied.

To enable the smooth progress of the entrance control, shareholders are requested to arrive in good time before the start of the General Meeting. Admission to collect voting cards will take place at 09:00.

IV. POSSIBILITY OF APPOINTING A REPRESENTATIVE AND THE PROCEDURE TO BE FOLLOWED

Each shareholder who is entitled to participate in the General Meeting and has evidenced this to the Company in accordance with the specifications in this convocation under item III. has the right to appoint a representative who will participate in the General Meeting on behalf of the shareholder and who has the same rights as the shareholder whom he represents.

The power of attorney must be granted to a specific person (a natural person or a legal entity) in text form (Section 13 (2) Stock Corporation Act), whereby also several persons may be authorized.

The granting of a power of attorney is possible both before and during the General Meeting.

We offer the following communication channels and addresses for the transmission of powers of attorney:

By post or courier	AT & S Austria Technologie & Systemtechnik Aktiengesellschaft c/o HV-Veranstaltungsservice GmbH 8242 St. Lorenzen am Wechsel, Köppel 60
By telefax	+43 (0) 1 8900 500 – 50
By e-mail	anmeldung.ats@hauptversammlung.at (Powers of attorney please in PDF format)
By SWIFT	GIBAATWGGMS (Message Type MT598 or MT599, please ensure that ISIN AT0000969985 is indicated in the wording)
In person	upon registration for the General Meeting at the meeting location

Powers of attorney must be received at one of the aforementioned addresses no later than **July 5, 2023, 4:00 p.m.**, unless they are handed over at the entrance and exit control of the General Meeting on the day of the General Meeting.

A form for granting power of attorney and a form for revoking power of attorney will be available on the Company's website at **www.ats.net** (Investors > Annual General Meeting

This document represents a convenience translation of the official (German) version. In case of discrepancies between the official (German) version and this English convenience translation the official (German) version shall prevail.

> 29th Ordinary General Meeting) from June 15, 2023 at the latest. In the interest of smooth processing, we kindly ask that you always use the forms provided.

Details on the authorization, in particular on the text form and the content of the power of attorney, can be found in the form for granting power of attorney made available to shareholders.

If the shareholder has granted power of attorney to his/her custodian bank (Section 10a Stock Corporation Act), it is sufficient if, in addition to the deposit certificate, the latter declares vis-à-vis the Company that it has been granted power of attorney by one of the permitted means.

Shareholders may exercise their rights at the General Meeting in person even after having granted a power of attorney. Appearing in person is deemed a revocation of a previously granted power of attorney.

The above provisions on the granting of power of attorney shall apply mutatis mutandis to the revocation of a power of attorney.

Independent representative

As a special service, we offer our shareholders the option to have their voting rights exercised by an independent representative appointed by the Company – the Austrian Shareholder Association (*Interessenverband für Anleger – IVA*), Feldmühlgasse 22, 1130 Vienna, office@iva.or.at, Tel.: +43 1 87 63 343/30. On behalf of the Austrian Shareholder Association, Dr. Michael Knap (michael.knap@iva.or.at) will represent these shareholders at the General Meeting. The costs for representation by the IVA will be borne by AT & S Austria Technologie & Systemtechnik Aktiengesellschaft. All other costs, in particular the shareholder's own bank charges for the deposit certificate or postage costs, must be borne by the shareholder.

The special form made available on the Company's website at **www.ats.net no later than June 15, 2023** may be used to issue a power of attorney to the IVA. The power of attorney must be received in a timely manner exclusively at one of the addresses listed below:

By post or courier:	Dr. Michael Knap, c/o Interessenverband für Anleger (IVA), Feldmühlgasse 22, 1130 Vienna
By telefax	+43 (0) 1 8900 500 - 50
Or email:	anmeldung.ats@hauptversammlung.at

This document represents a convenience translation of the official (German) version. In case of discrepancies between the official (German) version and this English convenience translation the official (German) version shall prevail.

In the event that the IVA is authorized, Dr. Michael Knap exercises the voting right exclusively on the basis of the instructions issued by the shareholder, which can be indicated on the special power of attorney form. If no instructions have been indicated, the representative will vote in favor of the resolutions proposed by the Management Board and the Supervisory Board. Please note that the representative will not accept orders to speak, to object to resolutions of the General Meeting or to ask questions or propose motions.

The proposed resolutions that are put to the vote will be published by the Company on its website at **www.ats.net**.

V. INFORMATION ON SHAREHOLDER RIGHTS IN ACCORDANCE WITH SECTIONS 109, 110, 118 AND 119 STOCK CORPORATION ACT

1. Additions to the agenda by shareholders in accordance with Section 109 Stock Corporation Act

Shareholders whose shares individually or jointly amount to 5% of the share capital and who have held their shares for at least three months prior to filing the request may submit a written request that **additional items** be added **to the agenda** of this General Meeting and published, provided that such written request is received by the Company by mail or courier no later than **15 June 2023** (24:00 hours, CEST, Vienna time), at the address **8700 Leoben-Hinterberg, Fabriksgasse 13, attn: Mr. Robert Ranftler**, General Counsel, or, if by e-mail, with qualified electronic signature to the e-mail address **r.ranftler@ats.net** or by SWIFT to the address GIBAATWGGMS. "In writing" means signed by all applicants by hand or with a company signature or, if sent by e-mail, with a qualified electronic signature or, if sent by SWIFT, using Message Type MT598 or Type MT599, always indicating ISIN AT0000969985 in the text.

Each agenda item thus requested must be accompanied by a proposed resolution and a statement of reasons. The agenda item and the proposed resolution, but not the statement of reasons, must in any case also be written in German. The shareholder status must be evidenced by providing a deposit certificate in accordance with Section 10a Stock Corporation Act, which confirms that the shareholders filing the request have held the shares for at least three months prior to filing the request and which must not be more than seven days old at the time of its provision to the Company. Multiple deposit certificates regarding shares that only jointly amount to a shareholding of 5% must refer to the same point in time (day, time).

This document represents a convenience translation of the official (German) version. In case of discrepancies between the official (German) version and this English convenience translation the official (German) version shall prevail.

With respect to the other requirements for the deposit certificate, please refer to the information on the conditions for participation (item III. of this convocation).

2. Resolution proposals to the agenda by shareholders in accordance with Section 110 Stock Corporation Act

Shareholders whose shares individually or jointly amount to 1% of the share capital may submit **proposals for resolutions** in text form together with a justification concerning each item of the agenda and request that such proposals be published on the Company's website registered in the commercial register together with the names of the respective shareholders, the accompanying justification and any comments by the Management Board or the Supervisory Board, provided that this request is received by the Company in text form no later than **27 June 2023** (24:00 hours, CEST, Vienna time), either at **8700 Leoben-Hinterberg, Fabriksgasse 13, attn: Robert Ranftler**, General Counsel, or via telefax to +43-(0)1-8900-500-50, or via e-mail to **r.ranftler@ats.net**, whereby the request must be attached to the e-mail in text form, e.g. as a PDF-document. Where text form within the meaning of Section 13 (2) Stock Corporation Act is required for declarations, the declaration must be made in a document or in some other manner suitable for permanent reproduction in writing, the person making the declaration must be named and the end of the declaration must be recognizable by reproducing the signature of the name or otherwise. The proposed resolution, but not the justification, must in any case also be written in German.

The shareholder status must be evidenced by providing a deposit certificate in accordance with Section 10a Stock Corporation Act, which must not be more than seven days old at the time of its provision to the Company. Multiple deposit certificates regarding shares that only jointly amount to a shareholding of 1% must refer to the same point in time (day, time).

With respect to the other requirements regarding the deposit certificate, please refer to the information on the conditions for participation (item III. of this convocation).

3. Shareholders' right to information pursuant to Section 118 Stock Corporation Act

At the General Meeting, upon request, each shareholder shall be provided with information on the Company's affairs to the extent that such information is required for the proper assessment of an item on the agenda. The obligation to provide information also

extends to the legal and business relationships of the Company with an affiliated company, and to the state of affairs of the group and of the companies included in the consolidated financial statements.

The provision of information may be refused to the extent that according to sound business judgment, it might cause material disadvantage to the Company or an affiliated company or if providing such information would constitute a punishable offense.

Requests for information must generally be made orally at the General Meeting, but may also be made in writing.

It is kindly asked to submit questions that require longer preparation to answer to the Management Board in text form in good time before the General Meeting in order to ensure the smooth progress of the meeting. The questions can be sent to the Company via mail to 8700 Leoben-Hinterberg, Fabriksgasse 13, attn: Robert Ranftler, General Counsel, or via e-mail to r.ranftler@ats.net.

4. Motions by shareholders during the General Meeting in accordance with Section 119 Stock Corporation Act

Every shareholder – regardless of a specific shareholding – is entitled to propose motions on each item of the agenda at the General Meeting. The prerequisite for this is the evidence of the entitlement to participation in accordance with item III of this convocation. If there are several motions as to one item of the agenda, the Chairman determines the order of voting in accordance with Section 119 (3) Stock Corporation Act.

5. Information of shareholders regarding data protection

AT & S Austria Technologie & Systemtechnik Aktiengesellschaft processes shareholders' and their representatives' personal data (in particular, the data as stated in Section 10a (2) Stock Corporation Act, i.e. 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 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** as well as relevant provisions under the Austrian Stock Corporation Act, to enable the shareholders to exercise their rights in the course of the General Meeting.

The processing of personal data of shareholders 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. It is carried out for the purpose of conducting a General Meeting in compliance with applicable laws, the casting of votes by shareholders, the enabling of the exercise of other shareholder rights and the fulfilment of compliance obligations such as, in particular, recording, information and reporting obligations under stock corporation law. The legal basis for data processing under data protection law is the **necessity to fulfil legal obligations** (Article 6 (1) c GDPR) or to **safeguard the legitimate interests** of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft or a third party in the holding of a proper and legally compliant General Meeting (Article 6 (1) f GDPR).

With respect to this data processing, AT & S Austria Technologie & Systemtechnik Aktiengesellschaft is the controller within the meaning of the GDPR.

There will be an audio recording of the entire General Meeting. Until the beginning of the general debate, the General Meeting will be publicly broadcast in real time via the Internet by means of an acoustic and optical one-way connection for shareholders who are not present (Section 102 (4) Stock Corporation Act in conjunction with § 22 (6) of the Articles of Association of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft).

AT & S Austria Technologie & Systemtechnik Aktiengesellschaft uses **external service providers** for the purpose of organising the General Meeting, such as notaries, lawyers, banks, IT-service providers and the service provider HV-Veranstaltungsservice GmbH specialising in the organisation of the General Meeting. They shall receive from AT & S Austria Technologie & Systemtechnik Aktiengesellschaft only such personal data as are necessary for the performance of their service and shall process such data exclusively on the instructions of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft. To the extent required by law, AT & S Austria Technologie & Systemtechnik Aktiengesellschaft has entered into **data processing agreements** with these service providers.

If a shareholder or his or her representative participates in the General Meeting, all attending shareholders, 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 Aus-

tria Technologie & Systemtechnik Aktiengesellschaft 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). In addition, data may be disclosed to the Vienna Stock Exchange, the Financial Market Authority, Oesterreichische Kontrollbank and the Austrian Takeover Commission in accordance with legal obligations in the respective case.

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. **Obligations to provide evidence and to keep records** arise in particular from commercial and stock corporation law (up to 7 years), tax and fiscal law (up to 10 years) and money laundering regulations (in general 5 years). The aforementioned periods may be extended in individual cases, for example if court or administrative proceedings are pending. Where legal claims are made by shareholders against AT & S Austria Technologie & Systemtechnik Aktiengesellschaft or by AT & S Austria Technologie & Systemtechnik Aktiengesellschaft against shareholders, the storage of personal data serves to **clarify and enforce claims** in individual cases. In connection with legal proceedings before civil courts, this may result in data being stored for the duration of the statute of limitations (up to 30 years according to the Austrian Civil Code) plus the duration of the legal proceedings until their final conclusion.

Every shareholder has a right of/to **access, correction, restriction, objection and deletion** at any time with regard to the processing of personal data as well as a right to **data portability** in accordance with the provisions of the GDPR or the DSG. Shareholders can assert these rights against AT & S Austria Technologie & Systemtechnik Aktiengesellschaft via the e-mail address datenschutz@ats.net or via the following **contact details**:

AT & S Austria Technologie & Systemtechnik Aktiengesellschaft
Fabriksgasse 13
8700 Leoben-Hinterberg
Austria

In addition, shareholders have the **right to complain** to the competent **supervisory authority** (in Austria: Austrian Data Protection Authority).

VI. FURTHER INFORMATION AND NOTES

Total number of shares and voting rights

At the time of convening the General Meeting, the share capital of the Company amounts to EUR 42,735,000.00 and is divided into 38,850,000 no-par value bearer shares. Each share grants one vote at the General Meeting.

At the time of convocation of the General Meeting, the Company holds no treasury shares.

Therefore, the total number of voting rights as of the time of convening the General Meeting amounts to 38,850,000.

Any changes in the number of treasury shares held until the General Meeting and thus in the total number of voting rights will be announced at the General Meeting. There are not multiple share classes.

Leoben, June 2023

The Management Board