

CONVOCAATION
of the
27th Ordinary General Meeting
of
AT & S Austria Technologie & Systemtechnik Aktiengesellschaft
Leoben, FN 55638 x
ISIN AT0000969985
("Company")
on
July 8, 2021 (Thursday), 10.00 a.m., local time Vienna
at the premises of
AT & S Austria Technologie & Systemtechnik Aktiengesellschaft
Fabriksgasse 13
8700 Leoben-Hinterberg

I. HOLDING AS A VIRTUAL GENERAL MEETING

A. COVID-19 Corporate Act ("COVID-19-GesG") and COVID-19 Corporate Regulation ("COVID-19-GesV")

In light of the global COVID-19 pandemic and in order to protect the shareholders and the other participants of our General Meeting, the Management Board has decided to hold this year's Ordinary General Meeting without physical presence of the shareholders. Given the current circumstances and after careful assessment by the Management Board, holding the Ordinary General Meeting in virtual form is necessary for the benefit and in the best interests of both the Company and its shareholders.

The 27th Ordinary General Meeting of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft on July 8, 2021 will therefore be held as a "virtual General Meeting" based on Section 1 (2) COVID-19-GesG (BGBl. I No. 16/2020 in the version BGBl. I Nr. 156/2020) and the COVID-19-GesV (BGBl. II No. 140/2020 in the version BGBl. II Nr. 616/2020).

This means that, in accordance with the Management Board's resolution, shareholders and their proxy holders (with the exception of the special proxy holders according to Section 3 (4) COVID-19-GesV) may not be physically present at the 27th Ordinary General Meeting of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft on July 8, 2021 in order not to endanger the health of the participants.

The virtual General Meeting will be held in 8700 Leoben-Hinterberg, Fabriksgasse 13, with the physical presence of the Chairman of the Supervisory Board, the members of the Management Board, the public notary and the four special proxy holders proposed by the Company.

Holding the Ordinary General Meeting as a virtual General Meeting in accordance with the COVID-19-GesV results in modifications to the course of the General Meeting and to the exercise of the shareholders' rights.

In accordance with Section 3 (4) COVID-19-GesV, the right to vote, the right to propose resolutions and the right to raise objections may only be exercised by granting of power of attorney and issuing instructions to one of the special proxy holders proposed by the Company.

Shareholders can exercise their right to information at the virtual General Meeting themselves by way of electronic communication, namely by sending questions in text form, exclusively via e-mail to the Company's e-mail address **fragen.ats@hauptversammlung.at**, provided the shareholders have timely submitted a deposit certificate within the meaning of Section 10a Stock Corporation Act in accordance with item IV.

B. Transmission of the General Meeting on the Internet

In accordance with Section 3 (1), (2) and (4) COVID-19-GesV in connection with Section 102 (4) Stock Corporation Act, the virtual 27th Ordinary General Meeting will be webcasted in real time in full, in video and audio format.

This is permitted under data protection law with regard to the legal basis of Section 3 (1), (2) and (4) COVID-19-GesV.

All shareholders of the Company can attend the virtual General Meeting on **July 8, 2021 from approx. 10:00 a.m., local time Vienna**, onwards using a suitable technical device (e.g. computer, laptop, tablet or smartphone as well as an internet connection with sufficient bandwidth to stream videos) at **www.ats.net**. No registration or login is required to follow the General Meeting.

Webcasting the Company's virtual General Meeting grants all shareholders the possibility to follow the entire course of the General Meeting in real time via a one-way audio-video connection and, in particular, to watch the presentation by the Management Board, the answering of shareholders' questions and the voting process as well as to react to developments at the General Meeting.

Please note that this live transmission of the virtual General Meeting does not allow for remote participation (Section 102 (3) (2) Stock Corporation Act) or remote voting (Section 102 (3) (3) Stock Corporation Act and Section 126 Stock Corporation Act) and that the transmission is not a two-way connection. Each shareholder can therefore only watch the General Meeting.

Further, please also note that the Company is responsible for the use of technical communication means only where such means are attributable to its sphere (Section 2 (6) of the COVID-19-GesV).

We also refer to the information on the organizational and technical requirements for participation in accordance with Section 3 (3) in connection with Section 2 (4) of the COVID-19-GesV ("**Information for Participation**"), which will be available on the website of the Company under www.ats.net (Category Investors > Annual General Meeting > 27th Annual General Meeting) as from June 17, 2021 at the latest.

II. 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, 2020 until March 31, 2021 (2020/21) and the report of the Supervisory Board for the business year from April 1, 2020 until March 31, 2021 (2020/21) as well as of the proposal for the appropriation of the profits.
2. Resolutions regarding the appropriation of the balance sheet profits shown in the financial statements for the business year 2020/21 and on the authorization of the Management Board to partially re-allocate the balance sheet profit to free reserves as well as on the revocation of the existing authorization in this respect.
3. Resolution on the granting of discharge to the members of the Management Board for the business year 2020/21.
4. Resolution on the granting of discharge to the members of the Supervisory Board for the business year 2020/21.
5. Resolution regarding the remuneration policy for the members of the Supervisory Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft.
6. Resolution regarding the determination of the remuneration of the members of the Supervisory Board for the business year 2020/21.
7. Resolution on the remuneration report.
8. Report of the Management Board regarding the purchase and use of treasury shares pursuant to Section 65 (3) Stock Corporation Act.
9. Election of the auditor and group auditor for the business year 2021/22.
10. 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 4, 2019.

III. 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 registered in the commercial register at www.ats.net (Category Investors > Annual General Meeting > 27th Annual General Meeting) no later than **June 17, 2021**:

- Information on the organizational and technical requirements for participation in accordance with Section 3 (3) in connection with Section 2 (4) of the COVID-19-GesV ("**Information for Participation**"),
- 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,

- Annual Report
each for the business year 2020/21,
- the joint proposals for resolutions of the Management and Supervisory Boards concerning agenda items 2, 3, 4, 6, 7 and 10 including the proposal for the appropriation of the profits,
- the proposals for resolutions of the Supervisory Board concerning agenda items 5 and 9,
- remuneration policy for the members of the Supervisory Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft,
- remuneration report,
- report of the Management Board pursuant to Section 65 (3) Stock Corporation Act,
- form for granting power of attorney to the special proxy holders pursuant to Section 3 (4) of the COVID-19-GesV,
- question form,
- form for revoking power of attorney,
- the full text of the Convocation.

IV. RECORD DATE AND CONDITIONS FOR PARTICIPATING IN THE GENERAL MEETING

Entitlement to participate in the virtual General Meeting and to exercise voting and other shareholder rights at this virtual General Meeting in accordance with the COVID-19-GesG and the COVID-19-GesV is conditional on the holding of shares on **June 28, 2021**, 24:00 hours CET/CEST (Vienna time) (record date).

Only shareholders who provide evidence of their shareholdings on the record date are entitled to participate in, and exercise their shareholder rights at, the virtual General Meeting in accordance with the COVID-19-GesG and the COVID-19-GesV.

For evidencing the shareholding on the record date, a deposit certificate in accordance with Section 10a Stock Corporation Act must be received by the Company no later than **July 5, 2021**, 24:00 hours CET/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 – 87

- (ii) for transmission of the deposit certificate in hard copy

By post or courier	c/o HV-Veranstaltungsservice GmbH (as authorized recipient of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft) Köppel 60, 8242 St. Lorenzen am Wechsel
By SWIFT	GIBAATWGGMS (Message Type MT598 or MT599, please ensure that ISIN AT0000969985 is indicated in the wording)

Special proxy holders cannot be appointed and shareholders' right to information cannot be exercised if the Company does not receive the deposit certificate on time.

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.

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 EEA or 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 name and address or a code typically used in transactions between banks (SWIFT-Code),
- information on the shareholder: name/company name; address; date of birth if shareholder is a natural person, register and number in the case of legal entities as necessary,
- information on the shares: number of shares held by the shareholder; ISIN AT0000969985 (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 record date of **June 28, 2021**, 24:00 hours CET/CEST (Vienna time). If the deposit certificate is to be used as evidence of the current status as a shareholder, it must not be older than seven days on the date of submission to the Company.

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

V. APPOINTMENT OF A SPECIAL PROXY HOLDER AND APPLICABLE PROCEDURE

Each shareholder who is entitled to participate in the virtual General Meeting in accordance with the COVID-19-GesG and the COVID-19-GesV, and has evidenced this to the Company in accordance with the specifications in item IV. of this Convocation, has the right to appoint a special proxy holder.

The proposing of resolutions, casting of votes and raising of objections in this virtual General Meeting of **AT & S Austria Technologie & Systemtechnik Aktiengesellschaft** on **July 8, 2021** are, in accordance with Section 3 (4) of the COVID-19-GesV, only possible through one of the special proxy holders named below.

The following persons are proposed as special proxy holders:

- (i) Dr. Michael Knap,
c/o Interessenverband für Anleger, IVA
1130 Vienna, Feldmühlgasse 22,
knap.ats@hauptversammlung.at

- (ii) Notary MMag.Dr. Arno Weigand
1020 Vienna, Unter Donaustraße 13-15/7. OG,
weigand.ats@hauptversammlung.at
- (iii) Attorney-at-law Dr. Paul Fussenegger
1010 Vienna, Rotenturmstraße 12/6,
fussenegger.ats@hauptversammlung.at
- (iv) Attorney-at-law Dr. Christoph Nauer
c/o bpv Hügel Rechtsanwälte GmbH
2340 Mödling, Enzersdorferstraße 4
nauer.ats@hauptversammlung.at

Each shareholder may elect one of the four above-mentioned persons as their special proxy holder and grant this person power of attorney.

For the granting of power of attorney to the special proxy holders, a **special form** will be available **on the Company's website** at **www.ats.net** (Category Investors > Annual General Meeting > 27th Annual General Meeting) as from **June 17, 2021** at the latest. In addition, a form for the revocation of the power of attorney will be available there as from the aforementioned date. It is kindly asked to always use the provided forms.

Information on the appointment of a representative in accordance with Section 113 Stock Corporation Act: In accordance with Section 113 (1) Stock Corporation Act, each shareholder who is entitled to participate the General Meeting has the right to appoint a natural or legal person as representative who participates the General Meeting on behalf of the shareholder and has the same rights as the shareholder represented. Shareholders are not restricted in terms of the number of persons they appoint to represent them and in their choice of representatives. Each power of attorney must name the representative(s). If a shareholder grants power of attorney to the bank where he/she has deposited his/her shares (Section 10a Stock Corporation Act) subject to the agreement of that bank, it is sufficient for the bank to provide the Company – in addition to the deposit confirmation – with a declaration by one of the permitted means that it has been granted power of attorney; in such cases, there is no need to send the power of attorney to the Company.

Please note: If a shareholder wishes to cast a vote, submit proposals for resolutions or object to one or more items on the agenda at the General Meeting, the shareholder or the representative appointed by the shareholder is, in accordance with the special provision of Section 3 (4) COVID-19-GesV, required to appoint one of the abovementioned special proxyholders and issue instructions to that special proxy holder.

For the granting of power of attorney, the revocation of a power of attorney, the transmission options and time periods provided in this respect, the provisions contained in the Information for Participation must be observed.

A personal delivery of the power of attorney at the place of the meeting is expressly excluded.

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

A. 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 **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 by no later than **June 17, 2021** (24:00 hours, Vienna time), at the address AT & S Austria Technologie & Systemtechnik Aktiengesellschaft, attn. Ms. Gerda Königstorfer, Fabriksgasse 13, 8700 Leoben-Hinterberg, or, if via e-mail, with a qualified electronic signature to the e-mail address anmeldung.ats@hauptversammlung.at or by SWIFT to GIBAATWGGMS. "In writing" means signed by hand or with a Company signature by all applicants or, if sent via e-mail, with a qualified electronic signature, or, if 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).

With respect to the other requirements regarding the deposit certificate as well as its transmission, please refer to the information on the entitlement to participation (item IV. of this Convocation).

If the request and one or more deposit certificates are sent to the Company separately, all documents must be received by the Company no later than **June 17, 2021**.

B. 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 **June 29, 2021** (24:00 hours, Vienna time), either at the address Austria Technologie & Systemtechnik Aktiengesellschaft, attn. Ms. Gerda Königstorfer, Fabriksgasse 13, 8700 Leoben-Hinterberg, or via fax to +43-(0)1-8900-500-87, or via e-mail to anmeldung.ats@hauptversammlung.at, whereby the request must be attached to the e-mail in text form, e.g. as a PDF-document. If 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, however, 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, 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 as well as its transmission, please refer to the information on the entitlement to participation (item IV. of this Convocation).

If the request and one or more deposit certificates are sent to the Company separately, all documents must be received by the Company no later than **June 29, 2021**.

C. Shareholders' right to information in accordance with 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. Such information must comply with the principles of diligent and truthful accountability. The provision of information may be refused to the extent that (i) according to sound business judgment, it might cause material disadvantage to the Company or an affiliated company, or (ii) providing such information would constitute a punishable offense, or (iii) it has been continuously available on the Company's website registered with the commercial register in the form of a question and answer for at least seven days prior to the beginning of the General Meeting.

Condition for exercising the shareholders' right to information is the evidence of the entitlement to participation (item IV. of the Convocation).

It is expressly pointed out that the **right to information and the right to speak during this virtual General Meeting** may be exercised by the shareholders themselves by way of electronic mail exclusively by submitting questions or the speech via e-mail directly to the Company exclusively to the e-mail address **fragen.ats@hauptversammlung.at**.

We kindly ask shareholders to submit all **questions in advance in text form** via e-mail to the address **fragen.ats@hauptversammlung.at** in good time so that they are received by the Company if possible on the 3rd working day before the General Meeting, i.e. **July 5, 2021**. This serves to maintain the economy of the meeting in the interest of all participants of the General Meeting, in particular for questions that require a longer preparation time.

This way, you enable the Management Board to prepare as accurately as possible and to answer your questions as quickly as possible.

Please use the **question form** available on the Company's website at **www.ats.net** (Category Investors > Annual General Meeting > 27th Annual General Meeting) as from **June 17, 2021** at the latest. If such question form is not used, the person (name/company name, date of birth/commercial register number of the shareholder) must be stated in the respective e-mail. In order to enable the Company to verify the identity and correspondence with the deposit confirmation, we kindly ask you to also indicate your deposit number in the e-mail in this case.

Please note that the **Chairman may set appropriate time limits** during the General Meeting.

More detailed information and modalities for exercising the shareholders' right to information in accordance with Section 118 Stock Corporation Act will be set out in the **Information for Participation**.

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

Each shareholder – regardless of a specific shareholding – is entitled to propose motions via their special proxy holders on each item of the agenda at the virtual General Meeting in accordance with the COVID-19-GesG and the COVID-19-GesV. A proposal for a resolution by a shareholder pursuant to Section 110 Stock Corporation Act becomes only becomes a motion if it is repeated at the General Meeting.

The point in time up to which instructions to the special proxy holder on the submission of motions are possible shall be determined by the Chairman in the course of the virtual General Meeting.

Condition for the aforementioned is the evidence of the entitlement to participation in accordance with item IV. of this Convocation and the granting of a corresponding power of attorney to a special proxy holder in accordance with item V. of this Convocation.

More detailed information and modalities for exercising the shareholders' right to submit motions in accordance with Section 119 Stock Corporation Act will be set out in the Information for Participation.

VII. FURTHER INFORMATION AND NOTES

A. Total number of shares and voting rights

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

B. No physical presence

We expressly point out again that, in holding the upcoming General Meeting as a virtual General Meeting in accordance with the COVID-19-GesV, neither shareholders nor guests will be admitted in person at the venue of the General Meeting.

C. Information for shareholders on the processing of personal data

AT & S Austria Technologie & Systemtechnik Aktiengesellschaft 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 legitimate interest** of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft in the organisation of the General Meeting (Article 6 (1) f) GDPR).

AT & S Austria Technologie & Systemtechnik Aktiengesellschaft is the **data controller** responsible for the processing of the personal data. For the purpose of organising the General Meeting, AT & S Austria Technologie & Systemtechnik Aktiengesellschaft makes use of external **service providers**, such as notaries, attorneys, banks and IT service providers. These service providers receive from AT & S Austria Technologie & Systemtechnik Aktiengesellschaft 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 Austria Technologie & Systemtechnik Aktiengesellschaft.

If a shareholder or his or her representative participates in the General Meeting, all attending representatives of the shareholders, 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 Austria 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).

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 Austria Technologie & Systemtechnik Aktiengesellschaft or by AT & S Austria Technologie & Systemtechnik Aktiengesellschaft 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 Austria Technologie & Systemtechnik Aktiengesellschaft free of charge by sending an email 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 2021

The Management Board