

**AT & S Austria Technologie & Systemtechnik Aktiengesellschaft
Leoben, FN 55638 x**

**Resolution proposals of the Management Board and the Supervisory Board
for the 28th Ordinary General Meeting
to be held on July 7, 2022**

- 1. First item of the agenda: 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, 2021 until March 31, 2022 (2021/22) and the report of the Supervisory Board for the business year from April 1, 2021 until March 31, 2022 (2021/22) as well as of the proposal for the appropriation of the profits.**

Since the presentation of the abovementioned documents is solely for the information of the General Meeting, there will be no resolution on this item of the agenda.

The individual annual financial statements 2021/22 have already been approved by the Supervisory Board and have therefore been adopted.

For information: The abovementioned documents may be viewed under www.ats.net (Category Investors > Annual General Meeting > 28th Annual General Meeting) as from June 16, 2022 at the latest.

- 2. Second item of the agenda: Resolution regarding the appropriation of the balance sheet profits shown in the financial statements for the business year 2021/22.**

The Management Board and the Supervisory Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose to utilize the balance sheet profits of the Company as of March 31, 2022 amounting to EUR 57,800,790.14 as follows: As of the dividend payment day per outstanding participating no-par value share, a dividend amounting to EUR 0.78 per share as well as a special dividend of EUR 0.12 shall be distributed and the remaining amount of EUR 22,835,790.14 shall be carried forward onto new account.

- 3. Third item of the agenda: Resolution on the granting of discharge to the members of the Management Board for the business year 2021/22.**

The Management Board and the Supervisory Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose to discharge the members of the Management Board for their activities in the business year 2021/22.

4. Forth item of the agenda: Resolution on the granting of discharge to the members of the Supervisory Board for the business year 2021/22.

The Management Board and the Supervisory Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose to discharge the members of the Supervisory Board for their activities in the business year 2021/22.

5. Fifth item of the agenda: Resolution regarding the remuneration policy for the members of the Management Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft.

The Supervisory Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft proposes that the remuneration policy for the members of the Management Board pursuant to Section 78a Stock Corporation Act (principles for the remuneration of the members of the Management Board in publicly listed companies) as discussed and drawn up by the Supervisory Board in its meeting of June 2, 2022, as will be available on the website of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft registered in the commercial register at www.ats.net (Category Investors > Annual General Meeting > 28th Annual General Meeting) as from June 16, 2022 at the latest, be adopted. The remuneration policy for the members of the Management Board is attached to these resolution proposals as [Appendix ./1](#).

For information: Due to an amendment of the remuneration policy for the members of the Management Board, the remuneration policy attached to these resolution proposals as [Appendix./1](#) which replaces the remuneration policy for the members of the Management Board adopted by the General Meeting of July 9, 2020 under agenda item 9, is submitted to the General Meeting for voting in accordance with Section 78b (1) Stock Corporation Act. The resolution of the General Meeting on the remuneration policy for the members of the Management Board is of a recommendatory nature. The resolution is not subject to legal challenge (Section 78b (1) Stock Corporation Act).

6. Sixth item of the agenda: Resolution regarding the determination of the remuneration of the members of the Supervisory Board for the business year 2021/22.

The Management Board and the Supervisory Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose to fix the remuneration for the elected members of the Supervisory Board for the business year 2021/22 as follows:

The remuneration for the elected members of the Supervisory Board regarding the business year 2021/22 shall be fixed at a total amount of EUR 929,500.

In detail the following remunerations shall be determined in Euro:

<i>Member</i>	<i>Fixed sum</i>	<i>Committee compensation</i>	<i>Attendance fee</i>	<i>Sum</i>
Dr. Hannes Androsch	127,000	20,000	25,500	172,500
DDr. Regina Prehofer	78,000	32,000	25,500	135,500
Dr. Georg Riedl	78,000	44,000	36,000	158,000
Dr. Gertrude Tumpel-Gugerell	50,000	12,000	24,000	86,000
Mag. Robert Lasshofer	50,000	24,000	25,500	99,500
DI Georg Hansis	50,000	-	15,000	65,000
Prof. Dr. Hermann Eul	50,000	12,000	22,500	84,500
Dr. Karin Schaupp	50,000	-	15,000	65,000
Dipl.-Phys. Lars Reger	50,000	-	13,500	63,500

For further details please refer to the directors' report to the consolidated financial statements and the corporate governance report of the Company.

7. Seventh item of the agenda: Resolution on the remuneration report.

The Management Board and the Supervisory Board of a publicly listed company shall prepare a clear and comprehensible remuneration report on the remuneration of the members of the Management Board and the members of the Supervisory Board pursuant to Section 78c in conjunction with Section 98a Stock Corporation Act.

This remuneration report shall provide a comprehensive overview of the remuneration granted or owed to the current and former members of the Management Board and the Supervisory Board in the course of the last business year within the framework of the remuneration policy (Section 78a in conjunction with Section 98a Stock Corporation Act), including all benefits in any form.

The remuneration report for the last business year shall be submitted to the General Meeting for voting. The vote is of a recommendatory nature. The resolution is not subject to legal challenge (Section 78d (1) Stock Corporation Act).

The Management Board and the Supervisory Board shall make a resolution proposal on the remuneration report in accordance with Section 108 (1) Stock Corporation Act.

This resolution proposal of the Management Board and the Supervisory Board on the resolution on the remuneration report and the remuneration report shall be made available on the website registered in the commercial register as from the 21st day prior to the General Meeting pursuant to Section 108 (4) (4) Stock Corporation Act.

The Management Board and the Supervisory Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft adopted a remuneration report in accordance with Section 78c in conjunction with Section 98a Stock Corporation Act and made a resolution proposal in accordance with Section 108 (1) Stock Corporation Act.

The Management Board and the Supervisory Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose that the remuneration report for the business year 2021/22, as will be available on the website of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft registered in the commercial register at www.ats.net (Category Investors > Annual General Meeting > 28th Annual General Meeting) as from June 16, 2022 at the latest, be adopted. The remuneration report for the business year 2021/22 is attached to these resolution proposals as [Appendix ./2](#).

8. Eighth item of the agenda: Election of the auditor and group auditor for the business year 2022/23.

The Supervisory Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft proposes to appoint Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, as the auditor and group auditor for the business year 2022/23.