

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

**Resolution proposals of  
the Management Board and the Supervisory Board  
for the 29th Ordinary General Meeting  
July 6, 2023**

- 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.**

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 2022/23 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](http://www.ats.net) (Category Investors > Annual General Meeting > 29th Ordinary General Meeting) as from June 15, 2023 at the latest.

- 2. Resolution regarding the appropriation of the balance sheet profits shown in the financial statements for the business year 2022/23.**

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, 2023 amounting to EUR 238,505,515.30 as follows: As of the dividend payment day per outstanding participating no-par value share, a dividend amounting to EUR 0.40 per share shall be distributed and the remaining amount of EUR 222,965,515.30 shall be carried forward onto new account.

The dividend payment day is July 27, 2023.

**3. Resolution on the granting of discharge to the members of the Management Board for the business year 2022/23.**

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 2022/23.

**4. Resolution on the granting of discharge to the members of the Supervisory Board for the business year 2022/23.**

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 2022/23.

**5. Resolution regarding the determination of the remuneration of the members of the Supervisory Board for the business year 2022/23.**

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 2022/23 as follows:

The remuneration for the elected members of the Supervisory Board regarding the business year 2022/23 shall be fixed at a total amount of EUR 791,500.

In detail, the following remunerations shall be determined in Euro:

| Member                       | Fixed sum | Committee compensation | Attendance Fee | Sum     |
|------------------------------|-----------|------------------------|----------------|---------|
| Dr. Hannes Androsch          | 127,000   | 20,000                 | 6,000          | 153,000 |
| DDr. Regina Prehofer         | 78,000    | 32,000                 | 10,500         | 120,500 |
| Dr. Georg Riedl              | 78,000    | 44,000                 | 12,000         | 134,000 |
| Dr. Gertrude Tumpel-Gugerell | 50,000    | 12,000                 | 6,000          | 68,000  |
| Mag. Robert Lasshofer        | 50,000    | 24,000                 | 4,500          | 78,500  |
| DI Georg Hansis              | 50,000    | -                      | 6,000          | 56,000  |
| Prof. Dr. Hermann Eul        | 50,000    | 12,000                 | 7,500          | 69,500  |
| Dr. Karin Schaupp            | 50,000    | -                      | 6,000          | 56,000  |
| Dipl.-Phys. Lars Reger       | 50,000    | -                      | 6,000          | 56,000  |

For further details, please refer to the remuneration report and the remuneration policy of the Company.

**6. 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 2022/23, 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 > 29th Ordinary General Meeting) as from June 15, 2023 at the latest, be adopted. The remuneration report for the business year 2022/23 is attached to these resolution proposals as *Appendix /1*.

**7. Election of the auditor and group auditor for the business year 2023/24.**

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 2023/24.

**8. Resolution on the amendment of the Articles of Association in § 3 "Publications and announcements".**

The Management Board and the Supervisory Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose to amend the Articles of Association in § 3 "Publications and announcements" so that this provision now reads as follows:

"§ 3

Publications and announcements

1. Publications of the Company shall be made on the Company's website and, to the extent and as long as required by law, in the official gazette "Amtsblatt zur Wiener Zeitung", respectively in the electronic announcement and information platform of the federal government (*Elektronische Verlautbarungs- und Informationsplattform des Bundes – EVI*). Otherwise, the Company's publications shall be made in accordance with the applicable statutory provisions.
2. Shareholders may only send legally effective notices to the Company in German or English."

Reasoning:

At present, certain publications by publicly listed companies must be published in the official gazette "Amtsblatt zur Wiener Zeitung", such as the convocation of the General Meeting.

Pursuant to the Federal Act on Wiener Zeitung GmbH and on the establishment of an electronic announcement and information platform of the federal government (WZEVI Act), the official gazette "Amtsblatt zur Wiener Zeitung" is replaced as the publication organ by an electronic announcement and information platform of the federal government (EVI).

The upcoming General Meeting on July 6, 2023 shall be used as an opportunity to amend § 3 of the Articles of Association on publications and announcements by the Company accordingly.

**9. Resolution on the amendment of the Articles of Association in § 6 (1) "Composition of the Board".**

The Management Board and the Supervisory Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose to amend the Articles of Association in Section 6 "Composition of the Management Board" in paragraph 1 so that this provision now reads as follows:

"§ 6

Composition of the Board

1. The Executive Board of the Company shall consist of two to six members, whereas the Supervisory Board may nominate a Chairman of the Board from among the members of the Executive Board.“

Paragraphs 2 and 3 remain unchanged.

Reasoning:

In order to enable an enlargement of the Management Board to up to six members, the amendment of the Articles of Association in § 6 para 1 is required.

**10. Resolution on the amendment of the Articles of Association in V. Annual General Assembly of Shareholders § 22 "General provisions" (Virtual General Meeting).**

The Management Board and the Supervisory Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose to amend the Articles of Association in Section 22 by adding the following paragraphs:

- "10. The Executive Board is authorized, with the approval of the Supervisory Board, to stipulate, in accordance with the provisions of the Federal Act on the Conduct of Virtual Shareholders' Meetings (*Bundesgesetz über die Durchführung virtueller Gesellschafterversammlungen – VirtGesG*) and the Articles of Association of the Company, on a case-by-case basis for General Assemblies of Shareholders of the Company to be held until July 31, 2026,

that the General Assembly of Shareholders shall be held as a virtual or hybrid General Assembly of Shareholders. The provisions of paragraphs 10 to 19 of § 22 of these Articles of Association are therefore limited in time until July 31, 2026.

11. A General Assembly of Shareholders may be held without the physical presence of the participants (virtual General Assembly of Shareholders) in accordance with the provisions of the Federal Act on the Conduct of Virtual Shareholders' Meetings (VirtGesG). The Executive Board shall decide, with the approval of the Supervisory Board, on the form of the conduct, i.e. whether the General Assembly of Shareholders is to be held (i) with the physical presence of the participants, (ii) without the physical presence of the participants (virtual General Assembly of Shareholders), (iii) as simple virtual meeting or as moderated virtual meeting, or (iv) as General Assembly of Shareholders at which the individual participants can choose between a physical and a virtual participation (hybrid General Assembly of Shareholders). If the General Assembly of Shareholders is convened by the Supervisory Board, the latter shall be free to decide on the form of the conduct in the aforementioned sense.
12. Insofar as organizational and technical determinations for a virtual or hybrid General Assembly of Shareholders do not follow from the provisions of the VirtGesG or the Articles of Association, they shall be made by the Executive Board or the Supervisory Board as the convening body.
13. In all other respects, the Executive Board or the Supervisory Board, as the convening body, shall be responsible to make all decisions necessary to hold a virtual General Assembly of Shareholders or a hybrid General Assembly of Shareholders.
14. In the convocation of the virtual or hybrid General Assembly of Shareholders or in a respective information, which is made available on the Company's website registered with the Commercial Register as of the 21st day prior to the General Assembly of Shareholders and this is announced in the convocation, the organizational and technical requirements for participation in the virtual General Assembly of Shareholders or for virtual participation in the hybrid General Assembly of Shareholders shall be stated.

15. The holding of a moderated virtual meeting is permitted in accordance with the VirtGesG and the provisions of the Articles of Association. A virtual General Assembly of Shareholders is broadcast optically and acoustically in real time for the participants; a hybrid General Assembly of Shareholders is broadcast optically and acoustically in real time for those participants who have opted for virtual participation. The virtual General Assembly of Shareholders may also be broadcast to the public.
16. Shareholders have the opportunity to request to speak at any time during a moderated virtual General Assembly of Shareholders by means of electronic communication, e.g. by e-mail. If a shareholder is given the floor by the Chairman, he or she must be given the opportunity to speak via video communication. The Chairman decides on the order in which speeches are made and also on the time up to which speeches may be made and up to which questions may be asked.
17. In addition, the Company shall provide shareholders with an electronic means of communication, e.g. e-mail, by which they may submit questions and motions for resolutions to the Company no later than on the third working day prior to the General Assembly of Shareholders or at a later time to be determined. The questions and motions for resolutions submitted in this way shall be read out at the General Assembly of Shareholders or brought to the attention of the shareholders in another suitable manner, e.g. on the Company's website.
18. For all votes in a moderated virtual General Assembly of Shareholders, the shareholders may exercise their voting rights by way of electronic communication and, if necessary, also raise objections in this way; this shall apply equally in the case of a (moderated) hybrid General Assembly of Shareholders with regard to those shareholders who have opted for virtual participation. The Company may, subject to technical possibilities, set up and announce a special e-mail address on the day of the General Assembly of Shareholders to which the exercise of voting rights or the objection can be sent to the Company, offer the use of a special voting software or a respective function on the Company's website (General Assembly of Shareholders portal) for the purpose of exercising voting rights or raising objections. The Executive Board is

authorized to stipulate that shareholders may cast their votes electronically – e.g. by e-mail – up to a date before the General Assembly of Shareholders to be determined. Such shareholders may revoke their votes up to the time of voting in the virtual or hybrid General Assembly of Shareholders and, if necessary, vote again. In all other respects section 126 of the Austrian Stock Corporation Act (Aktiengesetz, AktG) shall apply mutatis mutandis.

19. At a virtual General Assembly of Shareholders, the Company shall provide the shareholders, at its own expense and in accordance with the statutory provisions in force on the day of the General Assembly of Shareholders, with one or two suitable special proxies who are independent of the Company and who may be authorized by the shareholders to propose resolutions, cast votes and, if necessary, raise objections at the virtual General Assembly of Shareholders."

Reasoning:

On April 28, 2023, a draft of the Federal Act on the Conduct of Virtual Shareholders' Meetings (*Virtuelle Gesellschafterversammlung-Gesetz – VirtGesG*) was published for review. Pursuant thereto, the Federal Act shall enter into force on July 14, 2023.

The VirtGesG shall give companies the right to choose the form in which they wish to hold their General Meeting in the future. Of course, the Company is also free to continue organizing its General Meeting in the usual manner as a physical meeting. However, this flexibilization through the VirtGesG offers the possibility of choosing the form suitable and, potentially, cost-saving for the Company.

In addition, a virtual General Meeting can also significantly reduce CO2 emissions because shareholders do not have to travel. Paper consumption is also significantly lower with a virtual General Meeting.

The VirtGesG's wide range of options for conducting a General Meeting will enable a broad national and international shareholder base to participate virtually in General Meetings and exercise their rights digitally; this should help to increase and diversify the presence at General Meetings.



The upcoming General Meeting shall be used to resolve the respective authorization in the Articles of Association.

This means that no decision has yet been made as to the form in which, for example, the General Meeting in the year 2024 will be held. According to the provisions of the VirtGesG, a respective provision in the Articles of Association must be limited to a maximum of five years. The legally possible authorization period of five years is not fully utilized, but limited to three years in order to be able to learn from experience and review this for the future.

**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.**

The Management Board and the Supervisory Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose to revoke 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, granted by resolution in the 27th Ordinary General Meeting of July 8, 2021 under item 10. of the agenda and at the same time to authorize the Management Board

- a) according to Section 65 (1) (8) Stock Corporation Act to purchase, within a period of 30 months from the adoption of the resolution of the General Meeting,
- b) own shares to an extent of up to 10% of the nominal capital of the Company,
- c) for a minimum consideration per share being at the utmost 30% lower than the average, unweighted stock exchange closing price over the preceding ten trading days and a maximum consideration per share being at the utmost 30% higher than the average, unweighted stock exchange closing price over the preceding ten trading days.

The authorization also extends to the repurchase of the Company's stock by subsidiaries of the Company (Section 66 Stock Corporation Act). Such repurchases may take place via the stock exchange or a public offering or by other legal means, and for any legally permissible purpose.

The Management Board shall also be authorized to cancel stock repurchased or already held by the Company without further resolution of the General Meeting. The Supervisory Board shall be authorized to adopt amendments to the Articles of Association arising from the cancellation of shares.

This authorization may be exercised in total or partially and also in several tranches.

#### Appendix ./1 Remuneration Report