

Agenda and draft resolutions for the Ordinary General Meeting to be held on July 7, 2016

- 1. First item of the agenda: Report of the Management Board; Submission of the individual adopted annual financial statements including directors' report and corporate governance report, the consolidated financial statements including directors' report for the business year from April 1, 2015 until March 31, 2016 (2015/16) and the report of the Supervisory Board for the business year from April 1, 2015 until March 31, 2016 (2015/16) as well as of the proposal for the appropriation of the profits.**

For information: The above mentioned documents may be viewed under www.ats.net (Category Investors > Annual General Meeting).

No resolution shall be taken in respect of this agenda item.

- 2. Second item of the agenda: Resolution regarding the appropriation of the profits shown in the financial statements for the business year 2015/16.**

The Management and Supervisory Boards of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose to utilize the profits of the Company as of March 31, 2016 amounting to EUR 40,075,119.15 (therefrom distributable: EUR 38,493,735.07) as follows:

As of the dividend payment day per outstanding participating no-par value share, a dividend amounting to EUR 0.36 per share shall be distributed and the remaining amount of EUR 26,089,119.15 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 2015/16.**

The Management and Supervisory Boards of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose to discharge the members of the Management Board for their activities during the business year 2015/16.

- 4. Forth item of the agenda: Resolution on the granting of discharge to the members of the Supervisory Board for the business year 2015/16.**

The Management and Supervisory Boards of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose to discharge the members of the Supervisory Board for their activities during the business year 2015/16.

- 5. Fifth item of the agenda: Resolution regarding the determination of the remuneration of the members of the Supervisory Board for the business year 2015/16.**

The Management and Supervisory Boards of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose to fix the remuneration for the elected members of the Supervisory Board for the business year 2015/2016 as follows:

The remuneration for the elected members of the Supervisory Board regarding the business year 2015/16 shall be fixed at a total amount of EUR 437,200.

In detail the following remunerations shall be determined in euro:

<i>Member</i>	<i>Fixed sum</i>	<i>Committee compensation</i>	<i>variable</i>	<i>Attendance fee</i>	<i>sum</i>
Dr. Hannes Androsch	56,240	5,000	23,760	2,000	87,000
Willibald Dörflinger	44,160	3,000	15,840	2,000	65,000
DDr. Regina Prehofer	44,160	5,000	15,840	2,000	67,000
Karl Fink	28,120	-	11,880	1,200	41,200
Albert Hochleitner	28,120	-	11,880	2,000	42,000
Gerhard Pichler	28,120	3,000	11,880	2,000	45,000
Dr. Georg Riedl	28,120	6,000	11,880	2,000	48,000
Dr. Karin Schaupp	28,120	-	11,880	2,000	42,000

The variable remuneration depends on the short-term achievement of three parameters for the business year as determined in the budget, namely Return on Capital Employed (ROCE), Cash-Earnings (each with a weighting of 45%) as well as Innovation Revenue Rate (IRR) (with a weighting of 10%). For further details of the calculation of the operating numbers please see the group management report of the Company.

6. Sixth item of the agenda: Report of the Management Board regarding the purchase and use of treasury shares pursuant to Section 65 (3) Stock Corporation Act.

For Information: The aforementioned report may be viewed under www.ats.net (Category Investors > Annual General Meeting).

No resolution shall be taken in respect of this agenda item.

7. Seventh item of the agenda: Resolution regarding amendments to the Articles of Association with respect to the term of office of Supervisory Board members and the by-election for resigning Supervisory Board members.

The Management and Supervisory Boards of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose to amend the Articles of Association regarding the term of office of Supervisory Board members and the by-election for resigning Supervisory Board members:

1. Sec 11 Para 1 shall be amended as follows:

"Save where otherwise stipulated by the General Meeting, election of members to the Supervisory Board shall be for the longest time permitted under section 87 para 7 of the Stock Corporation Act, i.e. until the close of that General Meeting which votes on discharge from liability for the fourth financial year after such election, not counting the financial year in which such election is held."

2. Sec 11 Para 2 shall be amended as follows:

"In the event that elected members of the Supervisory Board resign from the Supervisory Board before the expiry of their term, the General Meeting may elect replacements. The term of replacement members shall last until the expiry of the original term of the resigning members."

8. Eighth item of the agenda: Supervisory Board Elections.

As of the end of the general meeting on July 7, 2016 the tenure of office of the members of the Supervisory Board, Dr. Georg Riedl, Mag. DDr. Regina Prehofer and Mag. Pharm. Dr. Karin Schaupp comes to an end according to Section 87 (7) Stock Corporation Act.

According to clause 10 of the Articles of Association, the Supervisory Board is composed of at least three and at most nine members elected by the General Meeting. Currently, the Supervisory Board consists of eight members elected by the General Meeting. In order to re-establish the actual number of eight members, three members have to be elected in the upcoming General Meeting.

Depending on the voting result to Agenda Item 7 the Supervisory Board of the Company proposes the following:

Alternative proposal 1: In case the amendment to the Articles of Association as proposed under Agenda Item 7 is approved by the General Meeting, the Supervisory Board of the Company proposes the election of Dr. Georg Riedl, Mag. DDr. Regina Prehofer and Mag. Pharm. Dr. Karin Schaupp until the end of the General Meeting voting on the discharge for the financial year 2018/19 into the Supervisory Board of the Company.

Alternative proposal 2: In case the amendment to the Articles of Association as proposed under Agenda Item 7 is not approved by the General Meeting, the Supervisory Board of the Company proposes the election of Dr. Georg Riedl, Mag. DDr. Regina Prehofer and Mag. Pharm. Dr. Karin Schaupp according to Section 87 (7) Stock Corporation Act for the longest time permitted – i.e. until the end of the General Meeting voting on discharge for the fourth financial year after the election, not counting the financial year in which the election is held, thus until the end of the General Meeting voting on the financial year 2020/2021 – into the Supervisory Board.

For information: Depending on the voting result to Agenda Item 7 only one of the two alternative proposals will come to the vote on Agenda Item 8 in the General Meeting. If a shareholder intends to instruct a representative with respect to the exercise of his/her/its voting rights, such shareholder is kindly asked to give instructions on the exercise of the voting rights with respect to both alternative proposals, as the alternative proposal which will come to the vote will only be certain when the voting result on Agenda Item 7 is available.

All proposed persons have submitted a declaration pursuant to Section 87 (2) Stock Corporation Act regarding professional qualifications and professional or similar occupations and stated that there are no circumstances which could constitute concerns with regard to potential conflicts of interest, which may be viewed under www.ats.net (Category Investors > Annual General Meeting).

9. Ninth item of the agenda: Election of the auditor and group auditor for the business year 2016/17.

The Supervisory Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft proposes to appoint PwC Wirtschaftsprüfung GmbH, Vienna, as the auditor and group auditor for the business year 2016/17.