

Agenda and draft resolutions for the Ordinary General Meeting to be held on July 9, 2015

- 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, 2014 until March 31, 2015 (2014/15) and the report of the Supervisory Board for the business year from April 1, 2014 until March 31, 2015 (2014/15) 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 2014/15.**

The Management and Supervisory Boards of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose to utilize the profits of the Company as of March 31, 2015 amounting to EUR 36,874,815.29 (therefrom distributable: EUR 24,502,815.29) 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 22,888,815.29 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 2014/15.**

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 2014/15.

- 4. Forth item of the agenda: Resolution on the granting of discharge to the members of the Supervisory Board for the business year 2014/15.**

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 2014/15.

- 5. Fifth item of the agenda: Resolution regarding the determination of the remuneration of the members of the Supervisory Board for the business year 2014/15.**

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 2014/2015 as follows:

The remuneration for the elected members of the Supervisory Board regarding the business year 2014/15 shall be fixed at a total amount of EUR 291.150,-.

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	30,000	3,000	18,700	2,400	54,100
Willibald Dörflinger	25,000	-	9,350	2,400	36,750
DDr. Regina Prehofer	20,000	3,000	9,350	2,000	34,350
Karl Fink	20,000	2,000	9,350	2,000	33,350
Albert Hochleitner	20,000	2,000	9,350	2,400	33,750
Gerhard Pichler	20,000	2,000	9,350	2,400	33,750
Dr. Georg Riedl	20,000	2,000	9,350	2,400	33,750
Dr. Karin Schaupp	20,000	-	9,350	2,000	31,350

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: Supervisory Board Elections.

As of the end of the general meeting on July, 9, 2015 the tenure of office of the members of the Supervisory Board, Dr. Hannes Androsch, Willibald Dörflinger, Karl Fink and Albert Hochleitner 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, four members have to be elected in the upcoming General Meeting.

The Supervisory Board proposes based on the recommendation of the Nominating Committee the election of Dr. Hannes Androsch, Willibald Dörflinger, Karl Fink and Albert Hochleitner – 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 fiscal year after the election, not counting the fiscal year in which the election is held, thus until the end of the General Meeting voting on the fiscal year 2019/2020 - into the Supervisory Board.

For information: All proposed persons has 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).

8. Eighth item of the agenda: Election of the auditors and group auditors for the business year 2015/16.

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 2015/16.

9. Ninth item of the agenda: 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, 2013.

The Management and Supervisory Boards 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 19th Ordinary General Meeting of July 4, 2013 under item 6. 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) treasury 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 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.

10. Tenth item of the agenda: Resolution on the authorization of the Management Board to utilize the Company's treasury stock or dispose of it also by other means than via the stock exchange or a public offering for any legally permissible purpose and to exclude the general purchasing possibility of the shareholders (exclusion of subscription rights) as well as on the revocation of the respective existing authorization granted by resolution in the General Meeting of July 4, 2013.

The Management and Supervisory Boards of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose to revoke the authorization of the Management Board to utilize the Company's treasury stock, granted by resolution in the 19th Ordinary General Meeting of July 4, 2013 under item 7. of the agenda and at the same time to authorize the Management Board according to section 65 (1b) Stock Corporation Act for a period of 5 years from the adoption of the resolution, therefore, until and including July 8, 2020, with the consent of the Supervisory Board and without a further resolution by the General Meeting, to dispose of or utilize stock repur-

chased or already held by the Company also in other ways than via the stock exchange or through public offering, in particular

- a) to grant treasury shares to employees, senior employees and/or members of the Company's Management Board or the management boards of its affiliates including for purposes of share transfer programs, in particular stock options, long term incentive plans or other stock ownership plans,
- b) to deliver treasury shares under convertible bonds issued by the Company,
- c) as consideration for the acquisition of businesses, equity interests or other assets, and
- d) for any other legally permissible purpose,

and to exclude the general purchasing possibility of the shareholders (exclusion of subscription rights). This authorization may be exercised in total or partially and also in several tranches and for several purposes.