

## **Agenda and draft resolutions for the Ordinary General Meeting to be held on July 3, 2014**

- 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, 2013 until March 31, 2014 (2013/14) and the report of the Supervisory Board for the business year from April 1, 2013 until March 31, 2014 (2013/14) as well as of the proposal for the appropriation of the profit**

For information: The above mentioned documents may be viewed under [www.ats.net](http://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 2013/14**

The Management and Supervisory Boards of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose to utilize the distributable profits of the Company as of March 31, 2014 amounting to EUR 15,734,956.75 as follows:

As of the dividend payment day per outstanding participating no-par value share, a dividend amounting to EUR 0.20 per share shall be distributed and the remaining amount of EUR 7,964,956.75 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 2013/14**

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 2013/14.

- 4. Forth item of the agenda: Resolution on the granting of discharge to the members of the Supervisory Board for the business year 2013/14**

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 2013/14.

- 5. Fifth item of the agenda: Resolution regarding the determination of the remuneration of the members of the Supervisory Board for the business year 2012/13**

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 2013/2014 as follows:

The remuneration for the elected members of the Supervisory Board regarding the business year 2013/14 shall be fixed at a total amount of EUR 283.450,-.

In detail the following remunerations shall be determined:

Mitglied	Fixed sum	Committee compensation	variable	Attendance fee	sum
Dr. Hannes Androsch	30.000	3.000	17.700	2.000	52.700
Ing. Willibald Dörflinger	25.000	0	8.850	1.600	35.450
Dr. Georg Riedl	20.000	2.000	8.850	2.000	32.850
DI Albert Hochleitner	20.000	2.000	8.850	1.600	32.450
Dkfm. Karl Fink	20.000	2.000	8.850	1.600	32.450
Mag. Gerhard Pichler	20.000	2.000	8.850	2.000	32.850
DDr. Regina Prehofer	20.000	3.000	8.850	2.000	33.850
Dr. Karin Schaupp	20.000	0	8.850	2.000	30.850

The variable remuneration is based on the achievement of the operating numbers Cash-Earnings and ROCE (Return on Capital Employed) as determined in the budget, whereas such factors are taken into account equally. 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](http://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: Election of the auditors and group auditors for the business year 2014/15**

The Supervisory Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft proposes appointing PwC Wirtschaftsprüfung GmbH, Vienna, as the auditor and group auditor for the business year 2014/15.

**8. Eighth item of the agenda: Supervisory Board Election**

As of the end of the general meeting on July, 3, 2014 the tenure of office of the member of the Supervisory Board, Mr. Mag. Gerhard Pichler comes to an end according to Section 87 para 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, one member has to be elected in the upcoming General Meeting.

The Supervisory Board proposes based on the recommendation of the Nominating Committee the election of Mr. Mag. Gerhard Pichler – according to Section 87 para 7 Stock Corporation Act for the longest time permitted, i.e. until the close 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 close of the General Meeting voting on the fiscal year 2018/2019 - into the Supervisory Board.

For information: The proposed person has submitted a declaration pursuant to Section 87 para 2 Stock Corporation Act regarding academic qualifications and professional or similar experience

and stated that there are no concerns with regard to potential conflicts of interests, which may be viewed under [www.ats.net](http://www.ats.net) (Category Investors > Annual General Meeting).

**9. Ninth item of the agenda: Resolution regarding the authorization of the Management Board to increase the share capital pursuant to Section 169 Stock Corporation Act (authorized capital) with the possibility to exclude the subscription right and amendment of the Articles of Association in Section 4 and authorization of the Supervisory Board to adopt amendments to the Articles of Association resulting from the issuance of shares according to the authorized capital**

The Management and Supervisory Boards of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose the following resolution:

1. The Management Board shall be authorised to increase, until July 2, 2019 and with the consent of the Supervisory Board, the nominal capital of the Company by up to EUR 21,367,500, by issuing up to 19,425,000 new individual bearer shares in exchange for cash payment or contribution in kind, in one or several tranches, also by way of indirect offer for subscription after taking over by one or several credit institutions according to section 153 para 6 Stock Corporation Act. Subject to the approval of the Supervisory Board, the Management Board shall be authorised to exclude in this connection the subscription right of the shareholders and to determine the details of the issue terms (including without limitation issue price, nature of the contribution in kind, contents of share rights, exclusion of pre-emptive rights) with the consent of the Supervisory Board (authorised capital).

The Supervisory Board shall be authorised to resolve amendments to the Articles of Association resulting from the issue of shares from authorised capital.

2. The Articles of Association will accordingly be amended in Section 4 (Nominal Capital). A new paragraph 6 a) shall be inserted after paragraph 5, which shall read as follows:
  6. *„a) By resolution of the general meeting of shareholders of 3 July 2014, the Management Board was authorised to increase, until 2 July 2019 and with the consent of the Supervisory Board, the nominal capital of the Company by up to EUR 21,367,500, by issuing up to 19,425,000 new individual bearer shares in exchange for cash payment or contribution in kind, in one or several tranches, also by way of indirect offer for subscription after taking over by one or several credit institutions according to section 153 para 6 Austrian Stock Corporation Act (Aktiengesetz). Subject to the approval of the Supervisory Board, the Management Board is authorised to exclude in this connection the subscription right of the shareholders and to determine the details of the issue terms (including without limitation issue price, nature of the contribution in kind, contents of share rights, exclusion of pre-emptive rights) with the consent of the Supervisory Board (authorised capital). The Supervisory Board shall be authorised to resolve amendments to the Articles of Association resulting from the issue of shares from authorised capital“.*

**10. Tenth item of the agenda: Resolution regarding (i) the authorization of the Management Board to issue convertible bonds pursuant to Section 174 para 2 Stock Corporation Act with the possibility to exclude the subscription right as well as on the revocation of the existing authorization granted by a resolution in the General Meeting of July 7, 2010 and (ii) regarding the conditional increase of the nominal capital pursuant to Section 159 para 2 item 1 Stock Corporation Act and amendment of the Articles of Association in Section 4 and authorization of the Supervisory Board to adopt amendments to the Articles of Association resulting from the issuance of shares according to the nominal capital.**

The Management and Supervisory Boards of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose the following resolution:

1. The authorization of the Management Board to issue convertible bonds, granted by a resolution in the General Meeting of July 7, 2010, is being revoked.
2. The Management Board shall be authorised to issue until July 2, 2019 and with the consent of the Supervisory Board once or repeatedly convertible bonds in bearer form in a total nominal of up to EUR 150,000,000 and to grant the holders of convertible bonds rights of conversion and/or subscription of up to 19,425,000 new no-par-value bearer shares of the Company in accordance with the terms and conditions for the convertible bonds to be defined by the Management Board. The fulfilment of the conversion and/or subscription rights can be effected through conditional capital, authorised capital, out of treasury shares or by way of delivery from third parties or a combination thereof.

The Management Board shall be authorised to determine with the consent of the Supervisory Board and under consideration of the regulations under stock corporation law the emission and configuration features, the bond terms of the convertible bonds (in particular the interest rate, issue price, maturity and denomination, dilution protection provisions, conversion period, conversion rights and obligations, conversion ratio and conversion price). In particular, the following terms and conditions (or a combination thereof) may be provided for:

(i) additional cash payment and consolidation or adjustment for fractional amounts that cannot be converted;

(ii) fixed or variable conversion ratio or the determination of the conversion price within a specified range dependent on the company's share price development during the term of the convertible bonds;

(iii) the company's right, in case of conversion (exercise of the conversion and/or subscription right) not to deliver shares, but to pay an adequate cash amount on the basis of the company's share price;

(iv) the company's right to redeem the convertible bonds prior to maturity at their nominal amount;

(v) the right of the convertible bond holders to request redemption of the convertible bonds prior to the maturity date at their nominal amount; or

(vi) a conversion obligation (conversion and/or subscription obligation) at the maturity date (or at another date) or the company's right to wholly or partially deliver shares of the company at the maturity date instead of making a cash payment to the holders of convertible bonds.

The price of the convertible bonds shall be calculated under consideration of calculation methods customary in the market.

The issuing price of the shares issued upon conversion (exercise of the conversion and/or subscription right) and the conversion and/or subscription ratio shall be determined with regard to market standard calculation and the stock market price of the shares of the company (basis of the calculation of the issuing price); the issuing price must not be below the pro-rata amount of the share capital.

The statutory subscription right may also be granted in such way that the convertible bonds are underwritten by a bank or a banking syndicate with the obligation to offer them to the shareholders for subscription (indirect subscription right). However, the Management Board

shall be authorised to exclude the shareholders subscription rights to convertible bonds in whole or in part.

The convertible bonds can also be issued by a direct or indirect wholly-owned subsidiary of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft; in this event, the Management Board shall be authorized, with the consent of the Supervisory Board, to assume a guarantee for the company for the convertible bonds and to grant the holders of the convertible bonds conversion rights to bearer shares of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft.

3. The nominal capital of the Company shall be conditionally increased pursuant to section 159 para 1 item 1 Stock Corporation Act by an amount of up to EUR 21,367,500 by the issue of up to 19,425,000 new no-par-value bearer shares. The conditional increase of the nominal capital will only be executed to the extent that holders of the convertible bonds issued based on the authorization by the General Meeting on July 3, 2014 exercise the subscription or exchange right for shares in the Company granted to them.

The Management Board shall be authorised to determine further details concerning the execution of the conditional increase of capital upon approval of the Supervisory Board (including without limitation issue price, contents of share rights). The issue price of the convertible bonds and the conversion and/or subscription ratio shall be calculated under consideration of calculation methods customary in the market and the share price of the shares of the Company (basics of the calculation of the issue price); the issue price may not lie below the proportionate amount of the share capital.

The newly issued shares shall participate in the profits in the same way as the shares traded at the stock exchange at the time of issuance.

The Supervisory Board shall be authorised to resolve on amendments to the Articles of Association which result from the issuance of the shares from the conditional capital. The same shall apply in case the authorisation to issue convertible bonds has not been exercised by the expiration of the period of authorisation and in case the conditional capital has not been utilised by the expiration of the periods in accordance with the terms and conditions for convertible bonds.

The sum of (i) the number of the new shares actually or potentially issued from the conditional capital in accordance with the terms and conditions of the convertible bonds and (ii) the number of the shares issued from the authorised capital shall not exceed the number of 19,425,000 (limitation of the authorizations according to amount pursuant to literae a and b).

4. The Articles of Association will accordingly be amended in Section 4 (Nominal Capital). A new paragraph 6 b) and c) shall be inserted after paragraph 5, which shall read as follows:
  6. *„b) In accordance with section 159 para 2 item 1 of the Austrian Stock Corporation Act (Aktiengesetz) the nominal capital shall be conditionally increased by up to EUR 21,367,500 by issuing up to 19,425,000 individual bearer shares. This conditional increase of capital will only be carried out to the extent that holders of the convertible bonds issued on the basis of the resolution of the general meeting of shareholders of 3 July 2014 exercise their right to convert them into shares of the Company. The issue price and the conversion and/or subscription ratio shall be calculated under consideration of calculation methods customary in the market and the share price of the shares of the Company (basics of the calculation of the issue price); the issue price may not lie below the proportionate amount of the share capital. The new shares issued shall be entitled to receive dividends corresponding to that of shares traded on the stock exchange at the time of issue. The Management Board is authorised to de-*

*termine further details concerning the execution of the conditional increase of capital upon approval of the Supervisory Board (including without limitation issue price, contents of share rights). The Supervisory Board shall be authorised to resolve amendments to the Articles of Association resulting from the issue of shares from conditional capital. The same shall apply in case the authorisation to issue convertible bonds has not been exercised by the expiration of the period of authorisation and in case the conditional capital has not been utilised by the expiration of the periods in accordance with the terms and conditions for convertible bonds."*

6. *„c) The sum of (i) the number of the new shares actually or potentially issued from the conditional capital in accordance with the terms and conditions of the convertible bonds and (ii) the number of the shares issued from the authorised capital shall not exceed the number of 19,425,000 (limitation of the authorizations according to amount pursuant to literae a and b)."*