

Agenda and draft resolutions for the Ordinary General Meeting to be held on July 5, 2012

- 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, 2011 until March 31, 2012 (2011/12) and the report of the Supervisory Board for the business year from April 1, 2011 until March 31, 2012 (2011/12) 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 (Category Investors > IR Events > 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 2011/12**

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, 2012 amounting to EUR 24,237,345.84 as follows:

As of the dividend payment day per outstanding participating no-par value share, a dividend amounting to EUR 0.32 per share shall be distributed and the remaining amount of EUR 16,774,117.68 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 2011/12**

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 2011/12.

- 4. Forth item of the agenda: Resolution on the granting of discharge to the members of the Supervisory Board for the business year 2011/12**

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 2011/12.

- 5. Fifth item of the agenda: Resolution regarding the determination of the remuneration of the members of the Supervisory Board for the business year 2011/12**

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 2011/2012 as follows:

The remuneration for the elected members of the Supervisory Board regarding the business year 2011/12 shall be fixed at a total amount of EUR 238,600.

In detail the following remunerations shall be determined:

Member	Fixed sum	Committee compensation	Variable remuneration	Attendance fee	Total
Dr. Hannes Androsch	30,000	3,000	11,300	400	44,700
Ing. Willibald Dörflinger	25,000	3,000	5,700	1,200	34,900
Dr. Georg Riedl	20,000	2,000	5,700	1,600	29,300
DI Albert Hochleitner	20,000	2,000	5,700	1,200	28,900
Dkfm. Karl Fink	20,000	2,000	5,700	1,200	28,900
Mag. Gerhard Pichler	20,000	2,000	5,700	1,200	28,900
DDr. Regina Prehofer	15,000	--	5,700	400	21,100
Dr. Karin Schaupp	15,000	--	5,700	1,200	21,900

The variable remuneration is based on the operating numbers Cash-Earnings and ROCE (Return on Capital Employed), whereas such factors are taken into account equally.

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 > IR Events > 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 2012/13

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 2012/13.