

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

**Draft resolutions of the Management Board and the Supervisory Board for the  
27<sup>th</sup> Ordinary General Meeting  
to be held on July 8, 2021**

- 1. First item of the agenda: 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 directors' report for the business year from April 1, 2020 until March 31, 2021 (2020/21) and the report of the Supervisory Board for the business year from April 1, 2020 until March 31, 2021 (2020/21) 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 2020/21 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 > 27<sup>th</sup> Annual General Meeting) as from June 17, 2021 at the latest.

- 2. Second item of the agenda: Resolutions regarding the appropriation of the balance sheet profits shown in the financial statements for the business year 2020/21 and on the authorization of the Management Board to partially re-allocate the balance sheet profit to free reserves as well as on the revocation of the existing authorization in this respect.**

Agenda item 2 A: 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, 2021 amounting to EUR 68,547,554.76 as follows: As of the dividend payment day per outstanding participating no-par value share, a dividend amounting to EUR 0.39 per share shall be distributed and the remaining amount of EUR 53,396,054.76 shall be carried forward onto new account.

Agenda item 2 B: The Management Board and the Supervisory Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft further propose to revoke the authorization granted by resolution in the 26<sup>th</sup> Ordinary General Meeting of July 9, 2020 to partially re-allocate the balance sheet profits carried forward onto new account pursuant to the resolution of the 26<sup>th</sup> General Meeting, and at the same time to authorize the Management Board to re-allocate, with the approval of the Supervisory Board, an amount of up to EUR 50,000,000.00 of the balance sheet profits carried forward onto new account in accordance with the resolution under agenda item 2 A to free reserves.

**3. Third item of the agenda: Resolution on the granting of discharge to the members of the Management Board for the business year 2020/21.**

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 2020/21.

**4. Forth item of the agenda: Resolution on the granting of discharge to the members of the Supervisory Board for the business year 2020/21.**

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 2020/21.

**5. Fifth item of the agenda: Resolution regarding the remuneration policy for the members of the Supervisory Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft.**

The Supervisory Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft proposes that the remuneration policy for the members of the Supervisory Board as discussed and drawn up by the Supervisory Board in its meeting of June 2, 2021 in accordance with Section 98a in conjunction with Section 78a Stock Corporation Act (principles for the remuneration of the members of the Supervisory Board), as available on the website of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft registered in the commercial register under [www.ats.net](http://www.ats.net) (Category Investors > Annual General Meeting > 27<sup>th</sup> Annual General Meeting) as from June 17, 2021 at the latest, be adopted. The remuneration policy for the members of the Supervisory Board is attached to these draft resolutions as [Appendix ./1](#).

For information: Due to an amendment of the remuneration policy for the members of the Supervisory Board, the remuneration policy attached to these draft resolutions as [Appendix./1](#) which replaces the remuneration policy for the members of the Supervisory Board adopted by the General Meeting of July 9, 2020 under agenda item 10, is submitted to the General Meeting for voting in accordance with Section 98a in conjunction with Section 78b (1) Stock Corporation Act. The resolution of the General Meeting on the remuneration policy for the members of the Supervisory Board constitutes a recommendation. The resolution is not subject to legal challenge (Section 98a in conjunction with Section 78b (1) Stock Corporation Act).

**6. Sixth item of the agenda: Resolution regarding the determination of the remuneration of the members of the Supervisory Board for the business year 2020/21.**

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 2020/21 in accordance with the remuneration policy for the members of the Supervisory Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft submitted to the General Meeting under agenda item 5 as follows:

The remuneration for the elected members of the Supervisory Board regarding the business year 2020/21 shall be fixed at a total amount of EUR 788,301.

In detail the following remunerations shall be determined in Euro:

<i>Member</i>	<i>Fixed sum</i>	<i>Committee compensation</i>	<i>Attendance fee</i>	<i>Sum</i>
Dr. Hannes Androsch	127,000	25,479	9,000	<b>161,479</b>
DDr. Regina Prehofer	78,000	32,000	9,000	<b>119,000</b>
Dr. Georg Riedl	70,329	41,808	9,000	<b>121,137</b>
Dr. Gertrude Tumpel-Gugerell	50,000	12,000	9,000	<b>71,000</b>
Mag. Robert Lasshofer	36,301	17,425	7,500	<b>61,226</b>
DI Georg Hansis	36,301	0	7,500	<b>43,801</b>
Prof. Dr. Hermann Eul	36,301	8,713	7,500	<b>52,514</b>
Dr. Karin Schaupp	50,000	0	6,000	<b>56,000</b>
Dipl.-Phys. Lars Reger	36,301	0	7,500	<b>43,801</b>
Ing. Willibald Dörflinger	21,370	6,575	1,500	<b>29,445</b>
Dkfm. Karl Fink	13,699	0	0	<b>13,699</b>
DI Albert Hochleitner	13,699	0	1,500	<b>15,199</b>

For further details please refer to the directors' report to the consolidated financial statements, the corporate governance report of the Company, respectively the remuneration policy for the members of the Supervisory Board submitted to the General Meeting under agenda item 5.

## **7. Seventh item of the agenda: 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 draft resolution on the remuneration report in accordance with Section 108 (1) Stock Corporation Act.

This draft resolution 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 21<sup>st</sup> 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 draft resolution 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 2020/21, as available on the website of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft registered in the commercial register under [www.ats.net](http://www.ats.net) (Category Investors > Annual General Meeting > 27<sup>th</sup> Annual General Meeting) as from June 17, 2021 at the latest, be adopted. The remuneration report for the business year 2020/21 is attached to these draft resolutions as [Appendix ./2](#).

**8. Eight 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.**

Under this agenda item the Management Board will report on 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 > 27<sup>th</sup> Annual General Meeting) as from June 17, 2021 at the latest.

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

**9. Ninth item of the agenda: Election of the auditor and group auditor for the business year 2021/22.**

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 2021/22.

**10. Tenth 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, 2019.**

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 25<sup>th</sup> Ordinary General Meeting of July 4, 2019 under item 9. 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.