

Agenda and draft resolutions for the Ordinary General Meeting to be held on July 7, 2011 and additional information regarding the rights of shareholders under sections 109 and 110 Stock Corporation Act.

- 1. First item of the agenda: Report of the Management Board; Submission of the individual adopted annual financial statements including explanatory notes and corporate governance report, the consolidated financial statements including explanatory notes for the business year from April 1, 2010 until March 31, 2011 (2010/2011) and the report of the Supervisory Board for the business year from April 1, 2010 until March 31, 2011 (2010/2011) as well as of the proposal for the application 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 application of the profits shown in the financial statements for the business year 2010/2011**

The Management and Supervisory Boards of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose to utilize the distributable profits of the Company amounting to EUR 24,754,662.80 as of March 31, 2011 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 16,358,531.12 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 2010/11**

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 2010/11.

- 4. Forth item of the agenda: Resolution on the granting of discharge to the members of the Supervisory Board for the business year 2010/11**

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 2010/11.

- 5. Fifth item of the agenda: Resolution regarding the determination of the remuneration of the members of the Supervisory Board for the business year 2010/11**

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 2010/2011 as follows:

The remuneration for the elected members of the Supervisory Board regarding the business year 2010/11 shall be fixed at a total amount of EUR 207,700.

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 | 14.600 | 1.200 | 48.800 |
| Ing. Willibald Dörflinger | 25.000 | 0 | 7.300 | 2.000 | 34.300 |
| Dr. Georg Riedl | 20.000 | 2.000 | 7.300 | 2.000 | 31.300 |
| DI Albert Hochleitner | 20.000 | 2.000 | 7.300 | 1.600 | 30.900 |
| Dkfm. Karl Fink | 20.000 | 2.000 | 7.300 | 1.200 | 30.500 |
| Mag. Gerhard Pichler | 20.000 | 3.000 | 7.300 | 1.600 | 31.900 |
| | 135.000 | 12.000 | 51.100 | 9.600 | 207.700 |

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 2011/12

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 2011/12.

8. Eight item of the agenda: Supervisory Board Elections

As of the end of the General Meeting on July 7, 2011 the tenure of office of the member of the Supervisory Board, Dr. Georg Riedl, 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 six members elected by the General Meeting. The Management Board and the Supervisory Board propose to elect two women into the Supervisory Board in order to increase the proportion of women therein, as intended by the Corporate Governance Code.

The Supervisory Board shall be composed of eight members elected by the General Meeting in the future. Accordingly, the Supervisory Board proposes the election of two additional members into the Supervisory Board in order to increase the number of members to eight (according to the Articles of Association the maximum number of members is nine).

The Supervisory Board further proposes the election of Dr. Georg Riedl, Dr. Karin Schaupp and DDr. Regina Prehofer into the Supervisory Board. According to clause 11 (1) of the Articles of Association, Dr. Riedl, Dr. Schaupp and DDr. Prehofer

fer shall each be elected into the Supervisory Board for a period until the end of the General Meeting resolving on the granting of discharge for the business year 2015/2016.

For information: All proposed persons have submitted a declaration pursuant to section 87 (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 (Category Investors > IR Events > Annual General Meeting).

Rights of shareholders pursuant to sections 109 and 110 Stock Corporation Act

Requests for items to be put on the agenda pursuant to section 109 Stock Corporation Act

Shareholders whose holdings represent a combined total of at least 5% of the capital stock for at least three months may make a written request (signed by each applicant personally or duly signed by the company) to AT & S Austria Technologie und Systemtechnik Aktiengesellschaft, attn Mr. Martin Theyer, Fabriksgasse 13, 8700 Leoben-Hinterberg, asking for additional items to be placed on the agenda of the General Meeting and to be announced, by **June 16, 2011**. A resolution proposal and justification thereof must be submitted for each agenda item.

The application must be accompanied by a deposit confirmation, by which it is evidenced that the applicant holds its shares for an uninterrupted period of at least three months at the time the application is made and which is at the time of receipt by the Company not older than seven days. For shareholders whose holding only jointly represents the required minimum holding of 5%, the deposit confirmations of the respective shareholders have to refer to the same point in time (day, time). Otherwise, the same rules as those contained in the convocation of the General Meeting (please refer to that document) apply to the issuance, content and transmission of deposit confirmations.

In case an application and one or several deposit confirmations are submitted to the Company separately, all the documents have to be received by the Company by **June 16, 2011** at the latest.

Resolution proposals by shareholders pursuant to section 110 Stock Corporation Act

Shareholders whose holdings represent a combined total of at least 1% of the capital stock may submit resolution proposals in text form for each agenda item, to be accompanied by a justification, by **June 28, 2011**, and require the resolution proposals to be posted on the Company's website with the names of the relevant shareholders and the justification.

Resolution proposals shall be addressed to AT & S Austria Technologie und Systemtechnik Aktiengesellschaft, attn Mr. Martin Theyer, Fabriksgasse 13, 8700 Leoben-Hinterberg, fax +43-(0)1-8900-500-87 and have to be received by the Company by **June 28, 2011** at the latest. Admissible resolution proposals will be posted at the Company's website www.ats.net (Category Investors > IR Events > Annual General Meeting) within two business days of receipt.

Applications must be accompanied by deposit confirmations evidencing shareholdings when the applications are made, and which are not older than seven days at the time of receipt by the Company. For shareholders whose holding only jointly represents the required minimum holding of 1%, the deposit confirmations of the respective shareholders have to refer to the same point in time (day, time). Otherwise, the same rules as those contained in the convocation of the General Meeting (please refer to that document) apply to the issuance, content and transmission of deposit confirmations.

In case an application and one or several deposit confirmations are submitted to the Company separately, all the documents have to be received by the Company by **June 28, 2011** at the latest.