

Agenda and draft resolutions for the Ordinary General Meeting to be held on July 5, 2018

- 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, 2017 until March 31, 2018 (2017/18) and the report of the Supervisory Board for the business year from April 1, 2017 until March 31, 2018 (2017/18) 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 2017/18.**

The Management and Supervisory Boards of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose to utilize the profits of the Company as of March 31, 2018 amounting to EUR 66,987,124.17 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 53,001,124.17 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 2017/18.**

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 2017/18.

- 4. Forth item of the agenda: Resolution on the granting of discharge to the members of the Supervisory Board for the business year 2017/18.**

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 2017/18.

- 5. Fifth item of the agenda: Resolution regarding the determination of the remuneration of the members of the Supervisory Board for the business year 2017/18.**

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 2017/2018 as follows:

The remuneration for the elected members of the Supervisory Board regarding the business year 2017/18 shall be fixed at a total amount of EUR 466,960.

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	56,240	5,000	30,000	2,000	93,240
Willibald Dörflinger	44,160	3,000	20,000	2,000	69,160
DDr. Regina Prehofer	44,160	5,000	20,000	1,200	70,360
Karl Fink	28,120	-	15,000	2,000	45,120
Albert Hochleitner	28,120	-	15,000	1,600	44,720
Gerhard Pichler	28,120	3,000	15,000	2,000	48,120
Dr. Georg Riedl	28,120	6,000	15,000	2,000	51,120
Dr. Karin Schaupp	28,120	-	15,000	2,000	45,120

The variable remuneration depends on the short-term achievement of two parameters for the business year as determined in the budget, namely Return on Capital Employed (ROCE) with a weighting of 90 % and Innovation Revenue Rate (IRR) with a weighting of 10 %. As the parameters defined in relation to the budget were met variable remuneration is provided for the elected members of the Supervisory Board for the business year 2017/18. 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: Election of the auditor and group auditor for the business year 2018/19.

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 2018/19.