

## Report on item 6 of the agenda of the General Meeting

### **Report by the Management Board of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft with regard to the share buyback effected, the number of treasury shares held and the utilization of treasury shares pursuant to Section 65 (3) Stock Corporation Act**

As in the last General Meetings, we report pursuant to Section 65 (3) Stock Corporation Act on the share buyback effected, the number of treasury shares held by the Company and the utilization of such treasury shares.

The Ordinary General Meeting of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft has resolved on July 7, 2010 to extend and update the authorization of the Management Board for the repurchase, the utilization and the disposal of treasury shares, whereas such resolution by the General Meeting had been preceded by comparable resolutions by previous General Meetings.

For such reason, the authorization granted to the Management Board in the General Meeting on July 3, 2008 to the repurchase and use of treasury shares during a period of 30 months from the day of the resolution was revoked and the Management Board was authorized pursuant to Section 65 (1) (8) Stock Corporation Act to purchase, within a period of 30 months from the day of the resolution, treasury shares to an extent of up to 10% of the registered share capital of the Company at a minimum price of EUR 1.10 and a maximum price of EUR 110.00.

Further, the Management Board was authorized in such General Meeting on July 7, 2010 to redeem the repurchased treasury shares without any further resolution by the General Meeting or to utilize the repurchased treasury shares for the implementation of the employee participation scheme programme and the stock option programme of the Company. The Supervisory Board was authorized to resolve on amendments to the Articles of Association resulting from the redemption of the treasury shares.

The authorization granted to the Management Board in the Ordinary General Meeting on July 3, 2008 to dispose of treasury shares for a period of five years was revoked. At the same time, the Management Board was authorized pursuant to Section 65 (1b) Stock Corporation Act, for a period of five years from the adoption of the resolution, therefore until and including July 6, 2015, with the consent of the Supervisory Board and without a further resolution by the General Meeting to the disposal of treasury shares, also in other ways than on the stock market or through public offering, in particular in order to serve stock options of employees, executive employees and members of the Management Board / the management of the Company or any of its affiliates or for issued convertible bonds, as the case may be, for redemption, as consideration for the acquisition of businesses, participations or other assets, for disposal in the form of an accelerated-bookbuilding-procedure, and to utilize them for any other legally permitted purpose and in this connection to exclude – if necessary – any pre-emptive rights of shareholders pursuant to Section 65 (1b) in conjunction with Sections 169 to 171 Stock Corporation Act. The authorization shall be exercisable in whole or in part.



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As of June 30, 2010 the Company held 2,577,412 treasury shares. This corresponds to approximately 9.95% of the nominal capital of the Company or a proportional amount of EUR 2,835,153.20. This has already been reported in the course of the last General Meeting. Since that date the number of treasury stock has not changed until May 31, 2012. The weighted average price of the redeemed treasury shares amounted to EUR 18.03.

The Management Board will report on the current number of treasury shares in the course of the General Meeting.

**Leoben, June 2012**

**The Management Board**