

Agenda and draft resolutions for the Ordinary General Meeting to be held on July 4, 2013

- 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, 2012 until March 31, 2013 (2012/13) and the report of the Supervisory Board for the business year from April 1, 2012 until March 31, 2013 (2012/13) 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 > 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 2012/13**

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, 2013 amounting to EUR 19,382,746.94 as follows:

As of the dividend payment day per outstanding participating no-par value share, a dividend amounting to EUR 0.20 per share shall be distributed and the remaining amount of EUR 14,718,229.34 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 2012/13**

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 2012/13.

- 4. Forth item of the agenda: Resolution on the granting of discharge to the members of the Supervisory Board for the business year 2012/13**

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 2012/13.

- 5. Fifth item of the agenda: Resolution regarding the determination of the remuneration of the members of the Supervisory Board for the business year 2012/13**

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 2012/2013 as follows:

The remuneration for the elected members of the Supervisory Board regarding the business year 2012/13 shall be fixed at a total amount of EUR 204.600,-.

In detail the following remunerations shall be determined:

Member	Fixed sum	Committee compensation	Attendance fee	Total
Dr. Hannes Androsch	30.000,-	3.000,-	2.000,-	35.000,-
Ing. Willibald Dörflinger	25.000,-	0	2.000,-	27.000,-
Dr. Georg Riedl	20.000,-	2.000,-	1.600,-	23.600,-
DI Albert Hochleitner	20.000,-	2.000,-	2.000,-	24.000,-
Dkfm. Karl Fink	20.000,-	2.000,-	2.000,-	24.000,-
Mag. Gerhard Pichler	20.000,-	2.000,-	2.000,-	24.000,-
DDr. Regina Prehofer	20.000,-	3.000,-	2.000,-	25.000,-
Dr. Karin Schapp	20.000,-	0	2.000,-	22.000,-

6. Sixth item of the agenda: Resolution on 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

The Management and Supervisory Boards of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose 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.

7. Seventh item of the agenda: Resolution on the authorization of the Management Board to utilize the Company's treasury stock or dispose of it also by other means than via the stock exchange or a public offering for any legally permissible purpose and to exclude the general purchasing possibility of the shareholders (exclusion of subscription rights) as well as on the revocation of the existing authorization granted by a resolution in the General Meeting of July 7, 2010

The Management and Supervisory Boards of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose revoking the authorization of the Management Board, granted by a resolution in the 16th Ordinary General Meeting of July 7, 2010 under item 14. of the agenda and at the same time to authorize the Management Board according to section 65 (1b) Stock Corpo-

ration Act for a period of 5 years from the adoption of the resolution, therefore, until and including July 3, 2018, with the consent of the Supervisory Board and without a further resolution by the General Meeting, to dispose of or utilize stock repurchased or already held by the Company also in other ways than via the stock exchange or through public offering, in particular

- a) to grant treasury shares to employees, senior employees and/or members of the Company's Management Board or the management boards of its affiliates including for purposes of share transfer programs, in particular stock options, long term incentive plans or other employee stock ownership plans,
- b) to deliver treasury shares under convertible bonds issued by the Company;
- c) as consideration for the acquisition of businesses, equity interests or other assets;
- d) for any other legally permissible purpose;

and to exclude the general purchasing possibility of the shareholders (exclusion of subscription rights). This authorization may be exercised in total or partially and also in several tranches and for several purposes.

8. Eighth item of the agenda: Resolution regarding amendments to the Articles of Association, in particular for the adjustment to the Company Law Amendment Act 2011 and concerning the internal order of the Supervisory Board

The Management and Supervisory Boards of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft propose to amend the Articles of Association, in particular for aligning them to the Company Law Amendment Act 2011 and concerning the internal order of the Supervisory Board:

1. § 5 shall be amended in such way that it shall now read as follows:

"Shares issued in bearer form shall be certificated in one or, if applicable, several global certificates. The form and contents of share certificates (global certificates) shall be determined by the Management Board with the consent of the Supervisory Board. The global certificate(s) shall be deposited with a central securities depository pursuant to section 1 para 3 of the Austrian Securities Deposit Act or with a comparable foreign institution."

2. § 5 para. 2 and § 5 para 3 of the Articles of Association shall be eliminated without replacement.

3. In § 12 a new paragraph 3 shall be inserted:

"In the event several deputies are elected, the order of their appointment to the deputyship must be decided."

4. The term "first" shall be eliminated in § 14 para 1 and 2.

5. The term "first" shall be eliminated in § 20.

6. § 22 para 4 shall be amended in such way that it shall now read as follows:

"The entitlement to attend the general meeting of shareholders shall be subject to the ownership of shares at the end of the 10th day preceding the general meeting of shareholders (record date). A deposit confirmation in accordance with section 10a of the Austrian Stock Corporation Act (Aktiengesetz, AktG) at the record date shall be sufficient for the evidence of shareholding, which has to be received by the Company under the address mentioned in the convocation three working days prior to the general meeting of shareholders, unless a later date is defined in the convocation. The detailed requirements for submitting the deposit

confirmations shall be notified together with the notice convening the General Meeting. The notice convening the General Meeting can provide for the route for communication of deposit confirmations to be by telefax or email (and the electronic format can be further specified in the notice convening the General Meeting)"

7. The term "*first*" shall be eliminated in § 24.

9. Ninth 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.

10. Tenth item of the agenda: Election of the auditors and group auditors for the business year 2013/14

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 2013/14.