

CONVOCAATION
of the
16. Ordinary General Meeting
of
AT & S Austria Technologie & Systemtechnik Aktiengesellschaft
to be held on
July 7, 2010 (Wednesday) 10.00 a.m.
at
Congress Leoben
Hauptplatz 1
A-8700 Leoben

The meeting will be webcasted at www.ats.net. The recording will remain accessible after the meeting.

Agenda

1. 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, 2009 until March 31, 2010 (2009/2010) and the report of the Supervisory Board for the business year from April 1, 2009 until March 31, 2010 (2009/2010) as well as of the proposal for the application of the profit.
2. Resolution regarding the application of the profits shown in the financial statements for the business year 2009/2010.
3. Resolution on the granting of discharge to the members of the Management Board for the business year 2009/10.
4. Resolution on the granting of discharge to the members of the Supervisory Board for the business year 2009/10.
5. Resolution regarding the determination of the remuneration of the members of the Supervisory Board for the business year 2009/10.
6. Election of the auditors and group auditors for the business year 2010/11.
7. Report of the Management Board regarding the purchase of treasury shares pursuant to section 65 (3) Stock Corporation Act.
8. Supervisory Board Elections.
9. Resolution regarding the authorization of the Management Board pursuant to section 174 (2) Stock Corporation Act to issue until July 6, 2015 and with the consent of the Supervisory Board convertible bonds in a total nominal amount of up to EUR 100.000.000, also in several tranches, to determine all terms and conditions, the emission and the exchange ratio of the convertible bonds and also to exclude

shareholders' pre-emptive rights. This authorization can be exercised in whole or in parts.

10. Resolution regarding the conditional increase of the nominal capital by an amount of up to EUR 14.245.000 by the issuance of up to 12.950.000 new no-par-value bearer shares for the granting of subscription or exchange rights to creditors of convertible bonds and the determination of the requirements under section 160 (2) Stock Corporation Act, the authorization of the Management Board to set forth further details on the execution of the conditional increase and regarding the authorization of the Supervisory Board to resolve on amendments of the Articles of Association which result from the increase of the nominal capital. The newly issued shares from the conditional nominal capital increase shall participate in the profits in the same way as the shares traded at the stock exchange at the time of issuance.
11. Resolution regarding the authorization of the Management Board to increase the nominal capital of the Company until July 6, 2015 and with the consent of the Supervisory Board, also in several tranches if necessary, by up to EUR 14.245.000 by issuing up to 12.950.000 no-par-value bearer shares in exchange for cash payment or contribution in kind, even if the shareholders' pre-emptive rights are excluded in whole or in part and to determine the details of issuance (including without limitation the issue price, nature of contribution in kind, contents of share rights, exclusion of pre-emptive rights etc) with the consent of the Supervisory Board. The Supervisory Board shall be authorized to resolve amendments to the Articles of Association resulting from the issuance of the shares from authorised capital.
12. Resolution regarding amendments to the Articles of Association, in particular for the adjustment to the Stock Corporation Amendment Act 2009 in § 3 (Publication and Notices) para 2 and in § 4 (Nominal Capital) para 5 as well as in § 22 (General Provisions) para 3 to 11.
13. Resolution regarding the revocation of the authorization of the Management Board, granted by a resolution in the fourteenth Ordinary General Meeting of July 3, 2008 under item 9. of the agenda for a period of 30 months – as far as it has not been exercised – by which the Management Board was authorized to the repurchase and use of treasury shares, and at the same time authorization of the Management Board according to section 65 (1) (8) Stock Corporation Act to purchase, within a period of 30 months from the adoption of the resolution treasury shares to an extent of up to 10% of the nominal capital, whereas the acquisition price of every no-par-value share to be purchased shall not be below EUR 1,10 and not exceed EUR 110,--, as well as the authorization of the Management Board to redeem the repurchased treasury shares without a further resolution by the General Meeting or to utilize the repurchased treasury shares for the implementation of the employee participation scheme programme respectively the stock option programme of the Company. The Supervisory Board shall be authorized to resolve amendments to the Articles of Association resulting from the redemption of shares.
14. Resolution regarding the revocation of the authorization of the Management Board, granted by a resolution in the fourteenth Ordinary General Meeting of July 3, 2008 under item 10. of the agenda for a period of 5 years – as far as it has not been exercised – by which the Management Board was authorized to the disposal of treasury shares, and at the same time authorization of the Management Board ac-

ording to section 65 (1b) Stock Corporation Act to the disposal of treasury shares for a period of 5 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, 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 any pre-emptive rights of shareholders pursuant to section 65 (1b) in conjunction with 169 to 171 Stock Corporation Act. The authorization shall be exercisable in whole or in part.

Documents for the General Meeting

For preparation for the General Meeting, the following documents will be available to shareholders as of today, or June 16, 2010 at the latest:

- Individual annual financial statements with explanatory notes,
 - Corporate governance report,
 - Consolidated financial statements with explanatory notes,
 - Proposal for the application of the profit,
 - Report of the Supervisory Board,
- each for the business year 2009/10,
- the joint proposals for resolutions of the Executive and Supervisory Boards concerning agenda items 2, 3, 4, 5, 9, 10, 11, 12, 13 and 14,
 - the proposals for resolutions of the Supervisory Board concerning agenda items 6 and 8, and the declarations of the persons nominated for the Supervisory Board elections regarding their academic qualifications, professional or similar experience, and concerns with regard to potential conflicts of interest,
 - Report of the Management Board according to sections 65 (1b) in conjunction with 170 (2) and 153 (4) Stock Corporation Act,
 - Report of the Management Board according to sections 170 (2) in conjunction with 153 (4) Stock Corporation Act,
 - Report of the Management Board according to sections 174 (4) in conjunction with 153 (4) Stock Corporation Act,
 - Articles of Association with the proposed amendments.

Each shareholder is granted access to these documents at the Company's headquarters at Fabriksgasse 13, 8700 Leoben-Hinterberg, during business hours. In addition, the individual and consolidated financial statements, each including annexes, will be published in the Amtsblatt zur Wiener Zeitung [official gazette section of the Wiener Zeitung].

The specified documents, the complete text of this convocation, and forms for granting and revoking a proxy and all further publications of the Company in connection with this General Meeting will also be freely available on the Company's website www.ats.net (Category Investors > Events > Annual General Meeting) from June 16, 2010, and shall be provided in electronic form pursuant to section 82 (9) Stock Exchange Act, to the extent required by law.

Attendance of shareholders at the General Meeting

By reason of the Stock Corporation Amendment Act 2009, the provision in section 22 of the Articles of Association regarding the depositing of shares as a requirement for attendance of the General Meeting does not apply. The provision is replaced by the statutory provisions in section 111 Stock Corporation Act. Entitlement to attend the General Meeting and to exercise voting rights and all other shareholders' rights at the General Meeting is conditional on the holding of shares on the record date, i.e. **24.00 – midnight – (CET/CEST Local Time Vienna), June 27, 2010 (Sunday)**.

Only shareholders who provide evidence of their shareholdings on the record date are entitled to attend the General Meeting.

Deposit bearer shares

Evidence of shareholdings on the relevant date must be furnished by way of a confirmation issued by the bank where the shareholder has deposited his/her shares (deposit confirmation) if the bank is domiciled in a member state of the EEA or OECD. Shareholders who have deposited their shares with a bank which does not meet these criteria are requested to contact the Company.

The deposit confirmation must be issued in German or English in accordance with the relevant statutory provisions (section 10a Stock Corporation Act) and contain the following information:

1. Details of the issuing bank: Name (company) and address;
2. Shareholder details: Name (company) and address, date of birth in the case of natural persons, corporate register and register number in the case of legal persons;
3. Deposit number or other relevant description;
4. Details of the shares: Number of shares and their designation or ISIN;
5. Express declaration that the confirmation relates to the deposit holding as of **24.00 – midnight – (CET/CEST Local Time Vienna), June 27, 2010 (record date)**.

Deposit confirmations must be received by **July 2, 2010 24.00 – midnight – (CET/CEST Local Time Vienna)**, by the Company in any of the following ways:

- via mail, courier or in person to AT & S Austria Technologie & Systemtechnik Aktiengesellschaft, c/o Martin Theyer, Fabriksgasse 13, 8700 Leoben-Hinterberg;
- as an un-editable document (PDF) in electronic form to hv10@ats.net
- by fax to +43-1-68 300-19229

According to section 262 (20) Stock Corporation Act receipt of deposit confirmations via internationally used specific secured communication net (SWIFT) shall be excluded for the present General Meeting and until further notice.

Transmissions of the deposit confirmation to the Company shall also constitute registration of the shareholder for the attendance of the General Meeting.

Banks are requested to send deposit confirmations where possible collectively (in list format). The shareholders are not blocked by registering their attendance at the General Meeting or by sending deposit confirmations; therefore shareholders may freely dispose of their shares after registration or transmission of a deposit confirmation.

Representation of shareholders at the general Meeting

Each shareholder who is entitled to attend the General Meeting has the right to appoint a natural or legal person to represent him/her. The proxy holder attends the General Meeting on behalf of the shareholder and has the same rights as the shareholder represented. Each power of attorney must name the proxy holder(s). Shareholders are not restricted in terms of the number of persons they appoint to represent them and in their choice of proxy holder, however, the Company itself, or a member of the Executive or Supervisory Boards, may only exercise the right to vote as a proxy holder if the shareholder has provided express instructions regarding the individual agenda items.

A shareholder may grant power of attorney to the bank where he/she has deposited his/her shares subject to the agreement of that bank. In such case, in addition to the deposit confirmation, it is sufficient for the bank to provide the Company with a declaration by one of the permitted means (see above) that it has been granted a power of attorney; the power of attorney itself needs not to be sent to the Company in this case.

A power of attorney may be revoked by the shareholder. The revocation becomes effective upon receipt by the Company.

Declarations concerning the granting and revoking of power of attorneys may be sent to the Company in text form, not later than **July 6, 2010, 4.00 pm (CET/CEST Local Time Vienna)**, by one of the following means:

- via mail, courier or in person to AT & S Austria Technologie & Systemtechnik Aktiengesellschaft, c/o Martin Theyer, Fabriksgasse 13, 8700 Leoben-Hinterberg;
- as an un-editable document (PDF) in electronic form to hv10@ats.net
- by fax to +43-1-68 300-19229

On the day of the General Meeting, the transmission is only valid in person through submission with registration for the General Meeting at the place of assembly.

As a special service and in line with our principles of Corporate Governance, the shareholders are provided with the option of having their voting right exercised in accordance with their instructions by Dr. Michael Knap, an independent proxy holder of the Interessensverband für Anleger [Association for Investors] (IVA), Feldmühlgasse 22, 1130 Vienna. In the case of interest, a direct approach is possible under tel.+43-1-8763343-30, fax +43-1-8763343-39, mobile +43-664-213-8740 or email michael.knap@iva.or.at. Detailed information are also available on www.ats.net and can be requested free of charge from the Company. The representative will be pre-

sent at the General Meeting and reachable during the General Meeting via ats@hauptversammlung.at.

The shareholder must request a deposit confirmation from the bank where his/her shares are deposited. Dr. Michael Knap must be granted a written authorization to act as a proxy holder on this deposit confirmation (or on a separate sheet). The deposit confirmation and written authorization must be sent by the shareholder to Dr. Knap, c/o IVA, Feldmühlgasse 22, 1130 Vienna. As the deposit confirmation and original power of attorney must be received by the IVA in time before the General Meeting, we would request that shareholders bear postal delivery durations in mind. The shareholder must provide Dr. Knap with instructions as to how he (or a sub-proxy authorized by Dr. Knap) should exercise the voting right. Dr. Knap exercises the voting right exclusively on the basis of the instructions given by the shareholder. Without express instructions the power of attorney is invalid. Should separate votes be taken on each clause of an agenda item, an instruction provided in connection therewith shall apply to each sub-item. Please note that Dr. Knap does not accept any requests to make comments, object to General Meeting resolutions, ask questions or propose resolutions.

Resolutions to be put on the vote are posted on the Company's website at www.ats.net (Category Investors > Events > Annual General Meeting) as soon as they come to the knowledge of the Company.

We recommend that shareholders use the form available on the internet at www.ats.net (Category Investors > Events > Annual General Meeting) to grant or revoke authorizations.

Shareholders' rights in connection with the General Meeting

Shareholders whose holdings represent a combined total of at least 5% of the capital stock since at least three months may require in writing the inclusion and announcement of additional General Meeting agenda items by **June 16, 2010**. A resolution and justification thereof must be submitted for each agenda item.

Shareholders whose holdings represent a combined total of at least 1% of the capital stock may submit resolutions in text form for each agenda item, to be accompanied by a justification, by **June 28, 2010**, and require the resolutions to be posted on the Company's website with the names of the relevant shareholders and the justification.

Further information regarding these rights, in particular how to submit resolutions to the Company and evidence shareholdings is now available on the internet at www.ats.net (Category Investors > Events > Annual General Meeting).

Only shareholders whose holdings represent a combined total of at least 1% of the share capital may nominate candidates for election to the Supervisory Board (item 8 on the agenda). Nominations must be submitted to the Company by **June 28, 2010**, in the way described above. Each nomination must be accompanied by the nominee's academic qualifications, professional or similar experience, and concerns with regard to potential conflicts of interests. Every shareholder may propose resolutions during the Meeting with regard to every other agenda item without prior notification.

According to section 118 Stock Corporation Act every shareholder has the right to request information regarding Company matters at the General Meeting, provided that such information is necessary for the proper assessment of the agenda item. The duty to provide information also covers legal and business relationships between the Company and Group companies, and the condition of the Group and its consolidated subsidiaries. Such information must comply with the principles of diligent and truthful accountability. Information may be denied if, according to reasonable business judgment, it could cause significant harm to the Company or a Group company, or if the provision of information would be unlawful.

Total number of shares and voting rights

According to section 83 (2) (1) Stock Exchange Act we announce, that the Company has issued 25.900.000 no-par value bearer shares and every no-par value share confers one vote. The Company holds 2.577.412 treasury shares, which do not confer any voting rights according to section 65 (5) Stock Corporation Act; in consideration of the treasury shares, the total number of voting shares amounts to 23.322.588. The mentioned figures in this paragraph were raised on the cut-off day June 4, 2010 and may be subject to changes up to the date of the General Meeting.

Admission to the General Meeting

To ensure the smooth process of the entrance control, shareholders are kindly asked to arrive in time before the beginning of the General Meeting. Admission to obtain ballot forms commences at 9.00 a.m.

Shareholders or their proxies are advised that they must present an official identification document (driver's license, passport or identity card) to confirm their identities upon admission to the General Meeting.

The General Meeting is the key governing body of a stock corporation as it is the forum for the Company's owners – the shareholders. We therefore hope you will appreciate that we cannot turn a General Meeting into an event for guests, much as we value such interest, and that attendance by guest is limited and only possible after prior registration by telephone (Tel. +43 3842 200-5909).

Leoben-Hinterberg, 9 June 2010

The Management Board