

A G E N D A
of the
15th Annual General Meeting Meeting
of
AT&S Austria Technologie & Systemtechnik Aktiengesellschaft
on
Thursday, 2 July 2009 at 10:00 a.m.
at
Congress Leoben
Hauptplatz 1
A-8700 Leoben

1. Report of the Management Board; presentation of the adopted annual financial statements and the management report as well as the consolidated financial statements and consolidated management report for the financial year from 1 April 2008 to 31 March 2009 (2008/09) including the Report of the Supervisory Board for the financial year 2008/09.
2. Resolution on the distribution of the net profit.
3. Resolution on discharge of the Management Board for the financial year 2008/09.
4. Resolution on discharge of the Supervisory Board for the financial year 2008/09.
5. Resolution on the remuneration of the Supervisory Board for the financial year 2008/09.
6. Election of the auditor of the financial statements and of the consolidated financial statements for the financial year 2009/10.
7. Report of the Management Board on the acquisition of treasury shares in accordance with section 65(3) *Aktiengesetz* (Companies Act).
8. Resolution on amendments to the Articles of Association for the purpose of updating, adjusting and aligning the articles to legislative changes, with the following material content:
 - a) Amendment of Article 3 (Publication of Notices) to permit the Company's publications to be made on its website, and in accordance with the applicable legal provisions.
 - b) Amendment of Article 4 (Nominal Capital) para. 5b, substituting the words "Frankfurt Stock Exchange" by "Vienna Stock Exchange or the stock exchange on which the company's shares are primarily listed".
 - c) Amendments of Article 14 (Proceedings and Resolutions of the Supervisory Board) paras. 1 and 2, Article 20 (Declarations of Intent), and Article 24 (Chair of the Shareholders' Meeting) para. 1, substituting "the next eldest Vice-Chairman" by "his/her first deputy".
 - d) Amendment of Article 16 (Resolutions by Circular), that votes by the Supervisory Board using the circulation procedure may also be cast by e-mail or fax, by telephone, by video telephone (video or web conferencing) or by similar means, and that for resolutions which have been made by telephone or similar means a transcript must be furnished which must be signed by the chairperson.

- e) **Amendment of Article 17 (Committees) paras. 1 and 3 by deleting the reference to Article 13 of the Articles and substituting “financial audit committee” by “Audit Committee”.**
- f) **Amendment of Article 22 (General Provisions) para. 7, that deposit and safe custody receipts must be drawn up in German or English.**
- g) **Clarification in Article 26 (Rights of the Shareholders’ Meeting), that the General Meeting appoints the Company and Group auditors for currant financial year.**
- h) **Adjustment of Article 28 (Annual Accounts) paras. 1 and 2 by reducing the deadline for submission of the annual financial statements to the Supervisory Board from five to four months, and incorporation of the submission of the corporate governance report.**

9. Election to the Supervisory Board.

Right to attend the meeting

According to Article 22 of the Articles of Association those shareholders are entitled to attend the annual general meeting who deposit their shares with the Company, an Austrian notary public or the head office of an Austrian bank during business hours, not later than 26 June 2009, and leave them in custody until the end of the annual general meeting. Shares will also be deemed duly deposited if they are held by a different Austrian or foreign credit institution with the consent of a depository appointed by the Company in a blocked custody account until the end of the shareholders' meeting. The depositories shall submit the original deposit receipt or a certified copy thereof with the Company not later than on the day following the day on which the deposit period expires (26 June 2009) (if required, in advance by e-mail to hv09@ats.net or via fax +43-1-68 300-19229).

Shareholders who want to have themselves represented at the annual general meeting shall grant a written proxy to the authorised representative. When arriving for the annual general meeting the shareholders and/or authorised representatives may be asked to identify themselves by means of a generally recognised identification document, e.g., passport or driving licence. Authorised representatives must, in addition, present the issued proxy.

Pursuant to section 83 para 2 item 1 Börsengesetz (Austrian Stock Exchange Act), we hereby announce that the Company has issued 25,900,000 no par value bearer shares and that every no par value bearer share grants one vote. The Company currently holds 2,577,412 shares of treasury stock which, pursuant to section 65 para 5 Austrian Joint-Stock Companies Act (Aktiengesetz), are not entitled to vote; taking these shares of treasury stock into account the total number of voting rights is 23,322,588. The figures stated in this paragraph were ascertained at the balance sheet date, 31 March 2009 and may be subject to changes until the date of the annual general meeting.

In order to ensure a smooth admission procedure, shareholders are requested to arrive at the venue in due time before the beginning of the shareholders’ meeting. Entry will be granted at 9:00 a.m. for collection of the voting cards.

The Company’s annual report, including the company financial statements and the consolidated financial statements for the financial year 2008/09 including the management report, the consolidated management report, the dividend recommendation and the Report of the Supervisory Board will be available for inspection at the Company’s premises at Am Euro Platz 1, 1120 Vienna from the afternoon of 10 June 2009 onwards. Copies of these documents may be requested at the premises by each shareholder free of charge. From the afternoon 10 June 2009 onwards all these documents will also be downloadable from the corporate website (www.ats.net) in electronic format as a PDF file, together with the agenda.

Subject to approval by the shareholders' meeting, the meeting will be broadcast live via the internet at www.ats.net.

Proxies

As a special service and in accordance with our corporate governance, Dr. Michael Knap of Interessenverband der Anleger (Investor's Association), IVA, Feldmühlgasse 22, 1130 Vienna, Austria, will be available as an independent proxy for exercise of voting rights at the annual general meeting as per instruction. If you are interested in this service, please contact him directly by telephone +43-1-876 33 43-30, fax +43-1-876 33 43-39, mobile +43-664-213 87 40 or e-mail michael.knap@iva.or.at. Additional information is available on the internet at www.ats.net and may be requested directly from the Company free of charge. The proxy will be present at the annual general meeting and may also be reached via the e-mail address ats@hauptversammlung.at during the Meeting.

Leoben, 5 June 2009

The Management Board