

## **Additional information regarding the rights of shareholders for the Ordinary General Meeting to be held on July 9, 2020**

### **Requests for items to be put on the agenda pursuant to Section 109 Stock Corporation Act**

Shareholders whose holdings represent a combined total of at least 5% of the capital stock since at least three months may make a written request (signed by each applicant personally or duly signed by the company) via mail or courier to AT & S Austria Technologie und Systemtechnik Aktiengesellschaft, FAO Mrs. Gerda Königstorfer, Fabriksgasse 13, 8700 Leoben-Hinterberg, Austria, or via email (as an electronic document in PDF format signed with a qualified electronic signature) to [anmeldung.ats@hauptversammlung.at](mailto:anmeldung.ats@hauptversammlung.at) or via SWIFT GIBAATWGGMS – Message Type MT598 (please ensure that ISIN AT0000969985 is indicated in the wording), by **June 18, 2020** (date of receipt), asking for additional items to be put on the agenda of the General Meeting and to be announced. A proposal for resolution and justification thereof must be submitted for each agenda item.

The application must be accompanied by a deposit confirmation, by which it is evidenced that the applicant holds its shares for an uninterrupted period of at least three months at the time the application is made and which is at the time of receipt by the Company not older than seven days. For shareholders whose holding only jointly represents the required minimum holding of 5%, the deposit confirmations of the respective shareholders have to refer to the same point in time (day, time). Apart from that, the same rules as those contained in the convocation of the General Meeting (please refer to that document) apply to the issuance, content and transmission of deposit confirmations.

In case an application and one or several deposit confirmations are submitted to the Company separately, all the documents have to be received by the Company by **June 18, 2020** at the latest.

### **Resolution proposals by shareholders pursuant to Section 110 Stock Corporation Act**

Shareholders whose holdings represent a combined total of at least 1% of the capital stock may submit proposals for resolutions in text form for each agenda item, to be accompanied by a justification, by **June 30, 2020**, and require the proposed resolutions to be posted on the Company's website with the names of the relevant shareholders, the justification and a statement of the Management Board or the Supervisory Board (if any).

For the elections to the Supervisory Board the following must be observed: In case of a proposal for the election of a member of the Supervisory Board, the statement pursuant to Section 87 (2) Stock Corporation Act of a nominated person replaces the justification. Regarding the election of members of the Supervisory Board, the General Meeting shall take into consideration the criteria of Section 87 (2a) Stock Corporation Act; in particular the professional and personal qualifications of the members of the Supervisory Board, a balanced composition of expertise of the Supervisory Board, aspects of diversity and internationality as well as the professional reliability.

Regarding proposals for the election of Supervisory Board members it is further declared that the Company falls within the scope and is subject to Section 86 (7) Stock Corporation Act.

This document represents a convenience translation of the official (German) version. In case of discrepancies between the official (German) version and this English convenience translation the official (German) version shall prevail. 1 | 3

In accordance with Section 86 (9) Stock Corporation Act, an objection against the joint fulfillment of the minimum quota set out in Section 86 (7) Stock Corporation Act was raised by the majority of the capital representatives more than six weeks prior to the Annual General Meeting. Therefore, the minimum quota of 30% women and 30% men in the Supervisory Board has to be fulfilled by the capital and employee representatives in the Supervisory Board separately.

At present, the Supervisory Board is composed of twelve members – eight capital representatives (three women and five men) and four employee representatives (four men). In case of an unchanged number of Supervisory Board members, due to the separate fulfilment of the gender quota in the Supervisory Board of the Company, at least two seats of the capital representatives are required to be filled with women and at least two seats of the capital representatives are required to be filled with men in order to fulfill the minimum quota on the side of the capital representatives set out in Section 86 (7) Stock Corporation Act. In case the number of capital representatives in the Supervisory Board is increased to nine members (being the maximum number of capital representatives in the Supervisory Board pursuant to the Articles or Association of the Company), due to the separate fulfilment of the gender quota in the Supervisory Board of the Company, at least three seats of the capital representatives are required to be filled with women and at least three seats of the capital representatives are required to be filled with men in order to fulfill the minimum quota on the side of the capital representatives set out in Section 86 (7) Stock Corporation Act.

Resolution proposals shall be addressed to AT & S Austria Technologie und Systemtechnik Aktiengesellschaft, FAO Mrs. Gerda Königstorfer, Fabriksgasse 13, 8700 Leoben-Hinterberg, Austria, fax +43-(0)1-8900-500-87 and have to be received by the Company by **June 30, 2020** at the latest. Admissible resolution proposals will be posted at the Company's website at [www.ats.net](http://www.ats.net) (Category Investors > Annual General Meeting) within two business days of receipt.

Applications must be accompanied by deposit confirmations evidencing shareholdings when the applications are made, and which are not older than seven days at the time of receipt by the Company. For shareholders whose holding only jointly represents the required minimum holding of 1%, the deposit confirmations of the respective shareholders have to refer to the same point in time (day, time). Apart from that, the same rules as those contained in the convocation of the General Meeting (please refer to that document) apply to the issuance, content and transmission of deposit confirmations.

In case an application and one or several deposit confirmations are submitted to the Company separately, all the documents have to be received by the Company by **June 30, 2020** at the latest.

### **Information right pursuant 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 an agenda item. The duty to provide information extends to legal and business relationships between the Company and Group companies, and to 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 and to the extent that (i) according to reasonable business judgment, it could cause significant harm to the Company or a Group company, or (ii) the provision of information would be

unlawful, or (iii) it has been published on the Company's website, as registered in the Commercial Register, in the form of question and answer through at least seven days prior to the beginning of the General Meeting.

We kindly ask the shareholders to submit all questions in text form by email to the email address [fragen.ats@hauptversammlung.at](mailto:fragen.ats@hauptversammlung.at) in good time prior to the General Meeting so that they arrive at the Company no later than on the second day before the General Meeting, i.e. Tuesday, July 7, 2020, 12.00 hours – noon – CET/CEST (Local Time Vienna). For this purpose – at least for the first question – please use the question form (in order to establish the identity and conformity with the deposit confirmation), which will be available on the Company's website at [www.ats.net](http://www.ats.net) (Category Investors > Annual General Meeting) as of June 18, 2020. For any further questions from the same shareholder, a simple email from the same email address from which the question form was sent will be sufficient.

In this way, you enable the Management Board to prepare as accurately as possible for the questions you submitted.

We would like to expressly point out that the right to information pursuant to Section 118 Stock Corporation Act may – in accordance with Section 3 (1) COVID-19 Corporate Regulation – also be exercised by the shareholders themselves during the General Meeting in the form specified in the convocation of the General Meeting (see there under "**Conduct of the virtual General Meeting**").

### **Right to propose motions pursuant to Section 119 Stock Corporation Act**

Each shareholder has the right to propose motions at the General Meeting with regard to each agenda item which do not require prior announcement. Prerequisite therefore is the evidence of the entitlement to attend the General Meeting. For a shareholder to propose the election of a member to the Supervisory Board, the submission of a draft resolution in accordance with Section 110 Stock Corporation Act, to be accompanied by a statement pursuant to Section 87 (2) Stock Corporation Act (see above) is mandatory. A shareholder's proposal for resolution submitted in accordance with Section 110 Stock Corporation Act will only be deemed a motion if repeated in the General Meeting.

It is expressly pointed out that the right of shareholders to submit motions at the General Meeting may – in accordance with Section 3 (4) COVID-19 Corporate Regulation – only be exercised by one of the special proxy holders listed in the convocation (see there under "**Representation of shareholders at the General Meeting**") in the form specified in the convocation of the General Meeting (see there under "**Conduct of the virtual General Meeting**").