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Shareholders' meeting results

AT & S Austria Technologie & Systemtechnik AG: AT&S Annual General Meeting results

Leoben (pta033/03.07.2014/13:20) - In today's 20th Annual General Meeting of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft (AT&S) a dividend of EUR 0.20 per participating no-par value share for the business year 2013/14 has been resolved. The dividend will be paid on 24 July 2014. Ex-Day is also 24 July 2014.

In the course of today's Annual General Meeting the members of the Management and Supervisory Board have been granted discharge for the business year 2013/14.

In accordance with the proposal of the Management and Supervisory Board, the remuneration for the Supervisory Board for the business year 2013/14 has been determined at an amount of EUR 283,450 in the aggregate.

PwC Wirtschaftsprüfung GmbH, Vienna, has been elected as the auditor and group auditor for the business year 2014/15.

Furthermore, in the course of the Annual General Meeting Mr. Mag. Gerhard Pichler has been re-elected to the Supervisory Board of the Company.

The Management Board has been authorised to increase, until July 2, 2019 and with the consent of the Supervisory Board, the nominal capital of the Company by up to EUR 21,367,500, by issuing up to 19,425,000 new individual no-par-value bearer shares in exchange for cash payment or contribution in kind, in one or several tranches, also by way of indirect offer for subscription after taking over by one or several credit institutions according to section 153 para 6 Stock Corporation Act. Subject to the approval of the Supervisory Board, the Management Board was authorised to exclude in this connection the subscription right of the shareholders and to determine the details of the issue terms (including without limitation issue price, nature of the contribution in kind, contents of share rights, exclusion of pre-emptive rights) with the consent of the Supervisory Board (authorised capital). The Supervisory Board was authorised to resolve amendments to the Articles of Association resulting from the issue of shares from authorised capital. The General Meeting has also resolved to amend the Articles of Association in Section 4 (Nominal Capital) in accordance with this resolution.

In addition, the authorisation of the Management Board to issue convertible bonds, granted by a resolution in the General Meeting of July 7, 2010, was revoked and the Management Board was authorised to issue until July 2, 2019 and with the consent of the Supervisory Board, once or repeatedly, convertible bonds in bearer form in a total nominal of up to EUR 150,000,000 and to grant the holders of convertible bonds rights of conversion and/or subscription of up to 19,425,000 new no-par-value bearer shares of the Company in accordance with the terms and conditions for the convertible bonds to be defined by the Management Board. The fulfilment of the conversion and/or subscription rights can be effected through conditional capital, authorised capital, out of treasury shares or by way of delivery from third parties or a combination thereof.

Further, the Management Board was authorised to determine with the consent of the Supervisory Board and under consideration of the regulations under stock corporation law the emission and configuration features, the bond terms of the convertible bonds (in particular the interest rate, issue price, maturity and denomination, dilution protection provisions, conversion period, conversion rights and obligations, conversion ratio and conversion price).

The price of the convertible bonds shall be calculated under consideration of calculation methods customary in the market.

The issuing price of the shares issued upon conversion (exercise of the conversion and/or subscription right) and the conversion and/or subscription ratio shall be determined with regard to market standard calculation and the stock market price of the shares of

the company (basis of the calculation of the issuing price); the issuing price must not be below the pro-rata amount of the share capital.

The statutory subscription right may also be granted in such way that the convertible bonds are underwritten by a bank or a banking syndicate with the obligation to offer them to the shareholders for subscription (indirect subscription right). However, the Management Board shall be authorised to exclude the shareholders subscription rights to convertible bonds in whole or in part.

The convertible bonds can also be issued by a direct or indirect wholly-owned subsidiary of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft; in this event, the Management Board shall be authorized, with the consent of the Supervisory Board, to assume a guarantee for the company for the convertible bonds and to grant the holders of the convertible bonds conversion rights to bearer shares of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft.

Furthermore, the nominal capital of the Company was conditionally increased pursuant to section 159 para 2 item 1 Stock Corporation Act by an amount of up to EUR 21,367,500 by the issue of up to 19,425,000 new no-par-value bearer shares. The conditional increase of the nominal capital will only be executed to the extent that holders of the convertible bonds issued based on the authorisation by the General Meeting on July 3, 2014 exercise the subscription or exchange right for shares in the Company granted to them.

The Management Board was also authorised to determine further details concerning the execution of the conditional increase of capital upon approval of the Supervisory Board (including, without limitation, issue price, contents of share rights). As to the issue price of the convertible bonds and the conversion and/or subscription ratio, see already above.

The newly issued shares shall participate in the profits in the same way as the shares traded at the stock exchange at the time of issuance.

The Supervisory Board was authorised to resolve on amendments to the Articles of Association which result from the issuance of the shares from the conditional capital. The same shall apply in case the authorisation to issue convertible bonds has not been exercised by the expiration of the period of authorisation and in case the conditional capital has not been utilised by the expiration of the periods in accordance with the terms and conditions for convertible bonds.

The Articles of Association have been amended accordingly in Section 4 (Nominal Capital).

The following limitation of the aforementioned authorizations according to amount has to be observed: the sum of (i) the number of the new shares actually or potentially issued from the conditional capital in accordance with the terms and conditions of the convertible bonds and (ii) the number of the shares issued from the authorised capital shall not exceed the number of 19,425,000 (limitation of the authorizations according to amount).

With this announcement also the notification requirements pursuant to the regulation on disclosures are fulfilled.

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