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*Shareholders' meeting according to article 107 section 3 AktG*

## **AT & S Austria Technologie & Systemtechnik AG: Convocation of the 20th Ordinary General Meeting**

Leoben (pta007/04.06.2014/08:00) - C O N V O C A T I O N  
of the  
20th Ordinary General Meeting  
of  
AT & S Austria Technologie & Systemtechnik Aktiengesellschaft  
to be held on  
July 3, 2014 (Thursday) 10.00 a.m.  
at  
Montanuniversität Leoben  
Erzherzog-Johann-Trakt  
Erzherzog-Johann-Auditorium  
Ignaz-Buchmüller-Platz 4  
8700 Leoben

The meeting will be webcasted at [www.ats.net](http://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 directors' report and corporate governance report, the consolidated financial statements including directors' report for the business year from April 1, 2013 until March 31, 2014 (2013/14) and the report of the Supervisory Board for the business year from April 1, 2013 until March 31, 2014 (2013/14) as well as of the proposal for the appropriation of the profit.
2. Resolution regarding the appropriation of the profits shown in the financial statements for the business year 2013/14.
3. Resolution on the granting of discharge to the members of the Management Board for the business year 2013/14.
4. Resolution on the granting of discharge to the members of the Supervisory Board for the business year 2013/14
5. Resolution regarding the determination of the remuneration of the members of the Supervisory Board for the business year 2013/14.
6. Report of the Management Board regarding the purchase and use of treasury shares pursuant to Section 65 (3) Stock Corporation Act.
7. Election of the auditors and group auditors for the business year 2014/15.
8. Supervisory Board Election.
9. Resolution regarding the authorization of the Management Board to increase the share capital pursuant to Section 169 Stock Corporation Act (authorized capital) with the possibility to exclude the subscription right and amendment of the Articles of Association in Section 4 and authorization of the Supervisory Board to adopt amendments to the Articles of Association resulting from the issuance of shares according to the authorized capital.

10. Resolution regarding the authorization of the Management Board (i) to issue convertible bonds pursuant to Section 174 para 2 Stock Corporation Act with the possibility to exclude the subscription right as well as on the revocation of the existing authorization granted by a resolution in the General Meeting of July 7, 2010 and (ii) regarding the conditional increase of the nominal capital pursuant to Section 159 para 2 item 1 Stock Corporation Act and amendment of the Articles of Association in Section 4 and authorization of the Supervisory Board to adopt amendments to the Articles of Association resulting from the issuance of shares according to the nominal capital.

### **Documents for the General Meeting**

For preparation for the General Meeting, the following documents will be available to our shareholders as of today, or June 12, 2014 at the latest:

- Individual annual financial statements with directors' report,
- Corporate governance report,
- Consolidated financial statements with directors' report,
- Report of the Supervisory Board pursuant to Section 96 Stock Corporation Act,
- Report of the Management Board pursuant to Section 65 (3) Stock Corporation Act,  
each for the business year 2013/14,
- the joint proposals for resolutions of the Management and Supervisory Boards concerning agenda items 2, 3, 4, 5, 9 and 10 including the proposal for the appropriation of the profit,
- the proposal for resolution of the Supervisory Board concerning agenda items 7 and 8, and the declaration pursuant to Section 87 para 2 Stock Corporation Act of the person nominated for the Supervisory Board election regarding academic qualifications, professional or similar experience, and concerns with regard to potential conflicts of interest,
- the proposal for resolution of the Supervisory Board concerning agenda item 10,
- Report of the Management Board pursuant to Section 170 para 2 in conjunction with Section 153 para 4 Stock Corporation Act,
- Report of the Management Board pursuant to Section 174 para 2 in conjunction with Section 153 para 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 Fab-riksgasse 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](http://www.ats.net) (Category Investors > Annual General Meeting) from June 12, 2014, 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**

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 23, 2014.

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 23, 2014 (record date).

Deposit confirmations must be received by June 30, 2014, 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, Austria;

- as an un-editable document (PDF) in electronic form to email:

anmeldung.ats@hauptversammlung.at;

- by fax to +43-1-8900 500 87;

- via SWIFT: GIBAATWGGMS - Message Type MT598; please ensure that ISIN

AT0000969985 is indicated in the wording.

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 Management 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 such 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 2, 2014, 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 email:

anmeldung.ats@hauptversammlung.at;

- by fax to +43-1-8900 500 87;

- via SWIFT: GIBAATWGGMS - Message Type MT598; please ensure that ISIN

AT0000969985 is indicated in the wording.

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, Austria. In the case of interest, a direct approach is possible under tel.+43-1-8763343-30, fax +43-1-8763343-39, or email [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at). The representative will be present at the General Meeting and reachable during the General Meeting via [weisungen.ats@hauptversammlung.at](mailto:weisungen.ats@hauptversammlung.at). AT & S Austria Technologie & Systemtechnik Aktiengesellschaft bears the costs for the proxy. All other costs have to be borne by the shareholder, especially their own banking fees for the deposit confirmation or the postal charges.

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](http://www.ats.net) (Category Investors > 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](http://www.ats.net) (Category Investors > 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 12, 2014. A proposal for 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 proposals for resolutions in text form for each agenda item, to be accompanied by a justification, by June 24, 2014, and require the proposed resolutions to be posted on the Company's website with the names of the relevant shareholders and the justification. For the election to the Supervisory Board (agenda item 8) the following must be noted: In case of a proposal for the election of a member of the Supervisory Board, the statement pursuant to Section 87 para 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 para 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

Every shareholder may propose motions during the General Meeting with regard to each agenda item without prior notification. Prerequisite therefor 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 text form pursuant to Section 110 Stock Corporation Act, to be accompanied by statement pursuant to Section 87 para 2 Stock Corporation Act, (see above) is mandatory.

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

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 para 2 item 1 Stock Exchange Act we announce, that the Company has issued 38,850,000 no-par value bearer shares and every no-par value share confers one vote. At the time of convocation of the General Meeting, the Company holds no treasury shares. The total number of voting rights at the date of the convening of the Annual General Meeting therefore amounts to 38,850,000.

#### **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 possible only on personal invitation and after consultation under tel. +43 3842 200-5909.

Leoben-Hinterberg, 4 June 2014

The Management Board

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