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EANS-General Meeting: AT & S Austria Technologie & Systemtechnik Aktiengesellschaft / Resolutions of the General Meeting

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04.07.2019

Zwttl.: Results of the Annual General Meeting of AT&S

Today's 25th Annual General Meeting of AT & S Austria Technologie und Systemtechnik Aktiengesellschaft (AT&S) adopted a dividend of EUR 0.60 per no par share entitled to dividend for the financial year 2018/19. The ex-dividend day is 23 July 2019, the record date is 24 July 2019 and the dividend payment day is 25 July 2019.

After expiry of their regular term of office, Karin Schaupp, Regina Prehofer and Georg Riedl were re-elected to the Supervisory Board. Gerhard Pichler will step down after serving on the Supervisory Board for ten years. The company and the Supervisory Board expressed their thanks for his long-standing competent work. Gertrude Tumpel-Gugerell was elected to the Supervisory Board for the first time. The members of the supervisory Board were elected for the maximum period in accordance with the Articles of Association (that is until the end of the Annual General Meeting which resolves on granting discharge for the financial year 2023/24).

In addition to the authorizations of the Management Board of AT&S to repurchase shares in the Company as well as to utilize the Company's treasury stock or dispose of it (see in this regard the separate publications pursuant to Section 119 para 9 of the Austrian Stock Exchange Act), the Management Board was - in today's Ordinary General Meeting - authorised to increase, until July 3, 2024 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 bearer shares. 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).

Furthermore, in the Ordinary General Meeting the Management Board of AT&S was authorised to issue until July 3, 2024 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 Management Board was in this respect also 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). Furthermore, the Management Board was authorised to exclude the shareholders subscription rights to convertible bonds in whole or in part.

Moreover, the nominal capital of the Company was conditionally increased pursuant to Section 159 (2) (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 authorization by the General Meeting on July 4, 2019 exercise the conversion right and/or subscription for shares in the Company granted to them. The Management Board was 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).

The following threshold for the authorisations granted must be noted: 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).

In line with such resolutions on the authorised capital as well as on the conditional capital, respectively the convertible bonds, the Articles of Association have been amended in § 4 (Nominal Capital)

All further agenda items presented for resolution were adopted by the shareholders present at the Annual General Meeting as well.

The voting results of the AT&S Annual General Meeting 2019 are available on www.ats.net [<http://www.ats.net/>].

Further inquiry note:
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end of announcement

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