

**austriamicrosystems AG**  
**Company Register number 34109 k**  
**ISIN AT0000920863**

**THIS IS A  
NON-BINDING  
CONVENIENCE  
TRANSLATION  
ONLY**

## **INVITATION**

We herewith invite our shareholders to the

### **Annual General Meeting of Shareholders of austriamicrosystems AG**

to be held on **Thursday, 24 May 2012 at 10.00 a.m.** at the Company's premises at Schloss Premstätten, A- 8141 Unterpremstätten, Tobelbaderstrasse 30.

### **AGENDA**

1. Presentation of the annual accounts including the report of the management board and the corporate governance report, the group accounts together with the group annual report, the proposal for the appropriation of the profit and the report of the supervisory board for the business year 2011.
2. Resolution on the appropriation of the balance-sheet profit.
3. Resolution on the release of the members of the management board for the business year 2011.
4. Resolution on the release of the members of the supervisory board for the business year 2011.
5. Resolution on the remuneration for the members of the supervisory board.
6. Resolution on the election of the auditor and the group auditor for the business year 2012.
7. Resolution on
  - a. the creation of a new Authorized Capital, also including the authorization to exclude subscription rights and the option to issue the new shares against contribution in kind [Authorized Capital 2012],

- b. the cancellation of the Authorized Capital adopted by the Annual General Meeting on 26. May 2011.
8. Resolution on the authorization of the management board to issue financial instruments pursuant to § 174 Austrian Stock Corporation Act (AktG), in particular convertible bonds, participating bonds, profit participation rights which grant the right of subscription and/or conversion of shares of the company.
  9. Resolution on the conditional increase of the share capital pursuant to § 159 section 2 paragraph 1 Austrian Stock Corporation Act (AktG) for issuing to creditors of financial instruments (Conditional Capital 2012).
  10. Resolution on the amendment of the Articles of Association, in particular change of the company, change with regard to the Authorized Capital 2012, the Conditional Capital 2012 pursuant to § 159 section 2 paragraph 1 Austrian Stock Corporation Act (AktG) and the adjustments to the changed statutory provisions – Company Law Amendment Act 2011.
  11. Report on the SOP 2009.

## **DOCUMENTS FOR THE ANNUAL GENERAL MEETING**

The following documents will be accessible on **03. Mai 2012** on the Internet under [www.austriamicrosystems.com](http://www.austriamicrosystems.com) at the latest and will also be available at the Annual General Meeting.

- Annual accounts with the report of the management board,
  - Corporate Governance report,
  - Annual group accounts with the group annual report,
  - Resolution on the appropriation of the result,
  - Report of the supervisory board,
- each for the business year 2011,
- Proposed resolutions for the items 2-10 on the agenda,
  - Report of management board to TOP 7 - Authorized Capital 2012, Exclusion of subscription rights,
  - Report of management board to TOP 8 – Financial instruments pursuant to § 174 Austrian Stock Corporation Act (AktG),
  - Report of management board to TOP 9 – Conditional Capital 2012,

- Articles of Association by making the proposed changes apparent,
- Form for granting a power of attorney,
- Form for revoking a power of attorney,
- Complete text of this invitation

## **NOTICE REGARDING THE RIGHTS OF THE SHAREHOLDERS PURSUANT TO §§ 109, 110 UND 118 AUSTRIAN STOCK CORPORATION ACT (AKTG)**

Shareholders, whose shares jointly represent **5 % of the share capital** and who have been owners of these shares for at least three months before filing an application, can request in writing, that **additional items** are placed and made public **on the agenda** of this general meeting, if such a request in written form is received exclusively by the Company at the address Schloss Premstätten, A-8141 Unterpremstätten, Tobelbaderstrasse 30, General Counsel, Jann H. Siefken at the latest on **03. May 2012**. Each item requested in this manner must include a proposal for resolution plus a justification. To prove shareholder qualifications a deposit certificate pursuant to § 10a Austrian Stock Corporation Act (AktG) shall be sufficient for bearer shares kept in deposit, in which it is confirmed that the requesting shareholders have been shareholders for at least three months before filing such request and which must not be older than seven days upon presentation to the Company. As regards the other requirements for a deposit certificate please see the specifications regarding the right to attend.

Shareholders, whose shares jointly represent **1% of the share capital**, may submit in text form **proposals for the passing of resolutions** plus justifications on each item on the agenda, and may request that these proposals including justifications and statements of the management board or the supervisory board, if any, are made available on the website of the Company, if this request is received in written text form by the Company at the latest on **14. May 2012** either by fax to +43 (3136) 500 5420 or at austriamicrosystems AG, Schloss Premstätten, A-8141 Unterpremstätten, Tobelbaderstrasse 30, General Counsel, Jann H. Siefken, or by e-mail [agm@austriamicrosystems.com](mailto:agm@austriamicrosystems.com), whereas the request in text form, such as a PDF file must be attached to the e-mail. To prove the shareholding in order to exercise this shareholder right, submission of a deposit certificate pursuant to § 10a Austrian Stock Corporation Act (AktG) shall be sufficient, which at the time of presentation to the Company must not be older than seven days. As regards the other requirements for the deposit certificate please see the specifications regarding the right to attend.



austriamicrosystems AG is not accepting deposit receipts and declarations pursuant to § 114 section 1 fourth sentence Austrian Stock Corporation Act (AktG) by way of an international, especially secure communications network for financial institutions (SWIFT) since other electronic communication paths (fax and e-mail) are provided instead. This is because, austriamicrosystems AG provided SWIFT as electronic communication path in each of the two previous annual general meetings but the depositary financial institutions did not make significant use of it.

### **DEPOSIT CERTIFICATE PURSUANT TO § 10A AUSTRIAN STOCK CORPORATION ACT (AKTG)**

The deposit certificate must be issued by a credit institution maintaining deposits which has its seat in a member state of the European Economic Area or in a full member state of the OECD and must include the following information:

- Information on the issuer : Name/Firm and address or a code which is customary in the transactions between credit institutions (SWIFT Code),
- Information on the shareholder: Name/firm, address, date of birth of natural persons, if applicable register and register number of legal persons,
- Information on the shares : number of shares of the shareholder, ISIN AT0000920863,
- Deposit number and/or other designation,
- Date to which the deposit certificate relates.

Extending beyond this, the deposit certificates of SIX SegInterSettle AG, Olten, Switzerland are accepted.

The deposit certificate as proof of the shareholding for attending the general meeting must relate to the verification key date **14. Mai 2012** referred to above.

The deposit certificate is accepted in both German and English languages.

Shareholders are not blocked by a registration for a general meeting or transmission of a deposit certificate; Shareholders shall be free to dispose of their shares also subsequent to their registration or transmission of a deposit certificate.

## REPRESENTATION BY PROXY

Each shareholder entitled to attend the general meeting has the right to appoint a proxy who attends the general meeting on behalf of the shareholder and has the same rights as the shareholder whom he represents.

A proxy must be granted to a certain person (a natural or legal person) in text format, whereas several persons may be granted proxy.

This proxy must be sent to the Company exclusively to one of the addresses listed below:

By post or by messenger    austriamicrosystems AG  
  Schloss Premstätten  
  Tobelbaderstrasse 30  
  8141 Unterpremstätten

By fax                                   +43 (1) 8900 500 - 86

By e-mail                           [anmeldung.austriamicrosystems@hauptversammlung.at](mailto:anmeldung.austriamicrosystems@hauptversammlung.at), whereas  
  the power of attorney must be attached to the  
  e-mail in text format, e.g. as PDF file

On the day of the general meeting only:

In person:                           at the registration for the general assembly at the venue

A power of attorney (proxy) form and a form for revoking the power of attorney (proxy) will be sent upon request and can be downloaded from the homepage of company under [www.austriamicrosystems.com](http://www.austriamicrosystems.com).

If the power of attorney is not submitted personally at the day of the general meeting upon registration then it must be received by the Company at the latest at **4 p.m.** on **23. May 2012**.

The above provisions for granting a power of attorney (proxy) shall analogously apply to the revoking of a power of attorney (proxy).

If a shareholder has granted a power of attorney (proxy) to his deposit carrying credit institution, then it shall be sufficient if this institution makes a declaration together with the

deposit certificate that it was granted power of attorney (proxy). For transmitting this declaration § 10a section 3 Austrian Stock Corporation Act (AktG) shall apply accordingly.

As a special service to shareholders, an independent proxy shall be available for voting subject to directives in the general meeting, this being Dr. Walter Pisk, Notary, A-8010 Graz, Raubergasse 20; a special proxy form is available on the website of the Company under [www.austriamicrosystems.com](http://www.austriamicrosystems.com).

## **TOTAL OF SHARES AND VOTING RIGHTS**

The share capital of the Company amounts to a nominal of EUR 33,315,872.49, and is divided into 13,753,092 no-par value shares. Each share granting one vote. As of 20. April 2012 the Company holds 1.141.160 own shares for which it does not have any rights. The total number of shares entitled to attend and vote amounts to 12.611.932.

To guarantee smooth proceedings at the entrance control, the shareholders are asked to appear in good time at the venue of the general meeting before it commences. The shareholders are requested to bring an official photo identification document.

Entrance to pick up voting cards shall be at 9.00 a.m.

Vienna, April 2012

The Board of Management