

Attachment /Item 1 of the Agenda
of the General Meeting of 19th October 2009

ARTICLES OF INCORPORATION

of

A-TEC INDUSTRIES AG

in the version dated 19th October 2009

GENERAL PROVISIONS

Article 1

- (1) The name of the Company shall be

A-TEC INDUSTRIES AG

- (2) The registered office of the Company shall be in Vienna,
Austria.

The Company shall be authorised to establish branches
and offices in Austria and abroad.

- (3) Its duration is not restricted to a certain time period.

- (4) The Company's financial year shall be the calendar year.

Article 2

The objects of the Company shall be:

- 1) The acquisition, ownership, the administration and exploitation of participation rights in companies of all kinds, in particular in companies engaged in technical and industrial activities;

- 2) The formation and management of companies and businesses;
- 3) The leasing and letting on lease of companies and businesses;
- 4) The acquisition and exercise and other use of appropriate concessions, patents, licences, brands, patterns and designs, as well as industrial property rights;
- 5) The establishment and operation of subsidiaries in Austria and abroad;
- 6) Business consultancy and including business organisation;
- 7) The investment in interests in other, same or similar undertakings, as well as the takeover of the position of a personally liable shareholder in partnerships;

the abovementioned objects shall not include activities in banking and other businesses requiring to be licensed under the Austrian Securities Supervision Act.

Article 3

Publication of announcements by the Company shall be in the "Wiener Zeitung".

Share Capital and Shares

Article 4

- (1) The share capital of the Company is EUR 26,400,000.00 (twenty-six million four hundred thousand euros) and consists of 26,400,000 (twenty-six million four hundred thousand) no par value bearer shares.

- (2) Each bearer share participates equally in the share capital of the Company. The interest is proportionate to the number of shares in issue. The minimum interest of the share capital attaching to each share must be at least one euro.
- (3) The shares will not be individually evidenced by certificates.

Article 5

- (1) The shares are bearer shares; this applies also in the case of any new issues of shares.
- (2) If in the event of a capital increase the relevant resolution does not specify whether the new shares are to be bearer or registered shares, they shall be bearer shares as well.

Article 6

The form and contents of share certificates, profit share and talons shall be determined by the Executive Board.

AUTHORISED AND CONDITIONAL CAPITAL

Article 7

- (1) The Executive Board is authorised under Paragraph 169 Austrian Companies Act (Paragraph one hundred sixty-nine) and with the approval of the Supervisory Board for a period of five years following registration of this change in the articles of incorporation in the Register of

Companies to increase the share capital of the Company by up to EUR 2,500,000.00 (two million five hundred thousand euros) by the issue of up to 2,500,000 (two million five hundred thousand) new no par value bearer shares in one or more tranches for cash or contributions in kind and, if necessary, to increase under complete or partial exclusion of the subscription right and to determine the issue price and issue conditions with the approval of the Supervisory Board. Any restriction of the right to subscribe shall, under full reserve to the equality principle, apply equally to all shareholders. The Supervisory Board is authorised to resolve on changes to the articles of incorporation to reflect the issue of shares in authorised capital.

- (2) The General Meeting of 6th November 2006 resolved in accordance with Paragraph 159 AktG (Paragraph one hundred fifty-nine Austrian Companies Act) on a conditional increase in the share capital of the Company by up to EUR 2,500,000.00 (two million five hundred thousand euros) by the issue of up to 2,500,000 (two million five hundred thousand) new no par value bearer shares. The purpose of the conditional capital is to provide for the rights of conversion or subscription of the creditors of the interest-bearing convertible loan stock, which the Annual General Meeting authorised the Executive Board for a period of up to five years to issue. The conditional capital up to the maximum amount authorised may be issued in one or more tranches. The sole purpose of any capital increase is to permit the holders of any convertible loan stock issued pursuant to the resolution of today's Annual General Meeting to exercise their rights of conversion or subscription. The amount of the issue and the conversion

ratio are to be established using a recognised price calculation method based on standard actuarial methods and the market price of the Company's no par value shares (basis of calculation of issue price). The issue price may not be less than the proportion of the Company's share capital that it represents. The Executive Board is authorised, with the Supervisory Board's approval, to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorised to resolve on changes to the articles of incorporation to reflect the issue of shares in conditional capital.

Due to the General Assembly decision dated 27th June 2008, the amounts mentioned in the above paragraph are, according to the provisions of the Capital Adjustment Act, increased as follows:

- a) amount of € 2,500,000.00 (two million five hundred thousand euros) is increased to € 10,000,000.00 (ten million euros) and
 - b) the number 2,500,000 (two million five hundred thousand) is increased to the number 10,000,000 (ten million).
- (3) The Executive Board is authorised under Section 159(3) AktG (Section one hundred fifty-nine, Paragraph three Austrian Companies Act) and with the approval of the Supervisory Board for a period of up to five years following registration of this change in the articles of incorporation in the Register of Companies to increase the share capital of the Company by up to EUR 500,000.00 (five hundred thousand euros) by the issue of up to 500,000

(five hundred thousand) new no par value bearer shares for the purpose of granting stock options to employees, senior managers and members of the Executive Board of the Company or other enterprises associated with the Company. The authority of the Executive Board under this paragraph may only be exercised to the maximum extent permitted under Section 159(4) AktG (Section one hundred fifty-nine, Paragraph four Austrian Companies Act) and in so far as the conditional capital has not already been used in connection with the issue of convertible loan stock. The conditional capital up to the maximum authorised amount may be issued in one or more tranches. The sole purpose of any capital increase is to permit the holders of stock options to exercise their options. The amount of the issue and the exercise ratio are to be established using a recognised price calculation method based on standard actuarial methods and the market price of the Company's no-par value shares (basis of calculation of issue price). The issue price may not be less than the proportion of the Company's share capital that it represents. The Executive Board is authorised, with the Supervisory Board's approval, to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorised to resolve on changes to the articles of incorporation to reflect the issue of shares in conditional capital.

Due to the General Assembly decision dated 27th June 2008, the amounts mentioned in the above paragraph are, according to the provisions of the Capital Adjustment Act, increased as follows:

- a) amount of € 500,000.00 (five hundred thousand euros) increases to € 2,000,000.00 (two million euros) and
- b) the number 500,000 (five hundred thousand) increases to 2,000,000 (two million)

(4) a) The Executive Board is entitled for five years following registration of this change in the articles of incorporation in the Register of Companies, with the approval of the Supervisory Board, to increase the share capital pursuant to Section § 169 AktG (Section one hundred sixty-nine Austrian Companies Act) by up to € 10,300,000.00 through the issue of up to 10,300,000 pieces of new no par value bearer shares, in one or more tranches, in cash or contributions in kind, and, if necessary, to increase with complete or partial exclusion of the subscription right and with equal treatment of all shareholders, and to determine the issue price as well as the conditions of issue with approval of the Supervisory Board.

b) The Supervisory Board is authorised to resolve changes in the articles of incorporation, which occur due to the issue of shares of the authorised capital.

EXECUTIVE BOARD

Article 8

The Executive Board shall consist of one, two, or three members.

Article 9

- (1) The Supervisory Board may, if there is more than one member of the Executive Board, appoint a Chairman of the Executive Board.
- (2) The Company is represented by the sole member of the Executive Board, if only one is appointed, and if two or three members of the Executive Board are appointed, by two members of the Executive Board jointly or by one member jointly with one authorised officer.

The Supervisory Board may, even if the Executive Board consists of several members, confer on one or more of their number an independent authority to represent the Company.

- (3) The Executive Board shall report to the Supervisory Board at least once each year on fundamental aspects of the Company's future business plans and present budgets and projections of the Company's forecast assets, finances and earnings (annual report). The Executive Board shall furthermore report to the Supervisory Board on a regular basis, at least once each quarter, on the progress of the Company's affairs and the state of the business as compared with the budgets and projections and in the light of expected future developments (quarterly report). Where there are pressing reasons, the Chairman of the Supervisory Board is to be informed without delay; furthermore, where there are circumstances of material significance for the Company's profitability or liquidity, the Supervisory Board must be informed without delay (special report).

Annual and quarterly reports must be in writing and, if the Supervisory Board so requires, must be accompanied by oral explanations. Written reports are to be distributed to each member of the Supervisory Board. Special reports are to be made in writing or orally.

- (4) The Executive Board is responsible for ensuring that the accounting system and the system of internal control are appropriate to the requirements of the business.

SUPERVISORY BOARD

Article 10

- (1) The Supervisory Board shall consist of at least three and no more than seven members.
- (2) The members of the Supervisory Board shall, if not elected for a shorter period, be elected for the period up to the end of the Annual General Meeting approving the financial statements of the fourth financial year following their election; for this purpose, the financial year in which they are elected is left out of account. Re-election of members is permitted.
- (3) If members leave the Board during their term of office, a General Meeting to elect replacements is to be held within two months.
- (4) Replacements are elected for the balance of the term of office of the members they replace.

- (5) Any member of the Supervisory Board may resign without giving reasons, by giving one week's notice in writing to the Executive Board or to the Chairman of the Supervisory Board, or if the Chairman is not available, to the Deputy Chairman.
- (6) The provisions of Section 87(4) AktG (Austrian Companies Act) govern the appointment of the first Supervisory Board.
- (7) The Supervisory Board shall meet at least four times every financial year. The meetings are to be held quarterly.

Article 11

The members of the Supervisory Board elect a Chairman and a Deputy Chairman by simple majority from among their number for the duration of the respective term of office. The Deputy Chairman acts for the Chairman when the Chairman is not available.

Article 12

- (1) The Chairman, or if the Chairman is not available the Deputy Chairman, gives the members notice of meetings of the Supervisory Board by letter, telegram, fax, telephone, or other comparable electronic means to the last address given. The notice must include details of the time and place of the meeting and the agenda.
- (2) There is a quorum of the Supervisory Board if at least three elected members, including the Chairman or the

Deputy Chairman, are present. The Chairman, or if the Chairman is not available, the Deputy Chairman, chairs the meeting. The person in the chair decides on voting procedures.

- (3) Resolutions are passed by simple majority of the votes cast. In the event of a tie - and also in the case of elections - the chair has a casting vote.
- (4) A member of the Supervisory Board may appoint in writing another member to represent him or her at a particular meeting: the member thus represented is not taken into account in determining whether there is a quorum present at the meeting (Paragraph 2). The right to chair the meeting is not transferable.
- (5) Minutes of the Supervisory Board's discussions and resolutions must be kept and signed by the person chairing the meeting.
- (6) Resolutions may also be passed in writing if the Chairman, or if the Chairman is unavailable the Deputy Chairman, for special reasons so decides and no member of the Supervisory Board expressly disagrees.

For casting written votes, the provisions of Paragraph (3), above, apply as appropriate. Representatives under Paragraph (4), above, may not cast a written vote on a resolution.

Article 13

Declarations of intent by the Supervisory Board are to be lodged by the Chairman of the Supervisory Board, or if the Chairman is unavailable, by the Deputy Chairman.

Article 14

- (1) The members of the Supervisory Board receive for each Supervisory Board meeting or Board Committee meeting in which they take part an attendance fee to the amount of EUR 250.00 (two hundred and fifty euros) together with reimbursement of their out-of-pocket expenses and reasonable travel costs.
- (2) As a remuneration for their activities, the elected members of the Supervisory Board receive collectively for each financial year a total amount of one thousandth of the annual surplus according to the determined consolidated financial statements. This amount is to be divided between the Chairman, Deputy Chairman/Deputy Chairmen and all other members of the Supervisory Board in the ratio of 100 % for the Chairman, 75 % for the Deputy Chairman/Deputy Chairmen and 50 % for each of the other members. The remuneration of the Chairman may, however, not be less than EUR 20,000.00 (twenty thousand euros), of the Deputy Chairman/Deputy Chairmen not less than EUR 15,000.00 (fifteen thousand euros), and of all other members not less than EUR 10,000.00 (ten thousand euros) each. The remuneration is, however, limited to a maximum of twice the specified amounts. If the term of office of a Supervisory Board member starts or ends

during a financial year, the remuneration is granted pro rata. These remuneration arrangements apply with effect from the beginning of financial year 2007.

GENERAL MEETINGS

Article 15

- (1) General Meetings are held at the Company's registered office or at one of its branches in Austria, or in an Austrian provincial capital. The language for negotiations in the General Meetings shall be German.
- (2) General Meetings are called by the Executive Board or by the Supervisory Board.
- (3) Notice of General Meetings must be published in compliance with the provisions of Article 3. There must be a period of at least 28 clear days between the date on which notice is given and the date of the General Meeting in case of ordinary General Meetings, and a period of at least 21 clear days in case of extraordinary General Meetings.

Article 16

- (1) The entitlement to participate in the General Meeting and to exercise the shareholders' rights is determined by the shareholdings at the end of the tenth day prior to the day of the General Meeting (proof deadline day). Shareholders participating in the General Meeting and intending to exercise their voting rights must provide evidence for

their shareholdings to the Company on the proof deadline day.

- (2) In case of deposited bearer shares, a deposit certificate on the proof deadline day is sufficient as a proof of the shareholdings, which has been issued by the custodian bank based in a member state of the European Economic Area or a full member state of the OECD (certificate of deposit).
- (3) In case of non-deposited bearer shares, it must be announced in the invitation to the General Meeting under which preconditions the shareholders are entitled to participate in the General Meeting.
- (4) The certificate of deposit must not be older than five days at the time of submittal to the Company and requires forwarding in text format. The Company accepts certificates of deposit via an international, particularly secured communication network of banks, provided that the participant can be clearly identified.
- (5) Certificates of deposit are accepted by the Company solely in German and English. Notices by shareholders or banks to the Company require for their validity the written form and must be drawn up in German or in English.

Article 17

- (1) Each bearer share carries one vote.
- (2) The exercise of voting rights by authorised persons is only possible with a written power of attorney, which is

to be forwarded to the Company and to be retained by the latter. Text format is sufficient. The forwarding may also be effected via electronic communication.

Article 18

- (1) The General Meeting is chaired by the Chairman of the Supervisory Board or the Deputy Chairman. In the event that neither of these two is present or prepared to chair the Meeting, the officiating notary presides over the Meeting for the purpose of electing a chairman.
- (2) The chairman of the General Meeting leads the deliberations and determines the order of the items of the agenda, as well as the kind and form of the voting procedures. In the event that there are several requests to one item of the agenda, the chairman shall, in accordance with the law, also determine the order of the voting procedures regarding these requests.

Article 19

Resolutions of the General Meeting require for their validity a majority of the votes cast (simple majority), as far as no other majority is required by law or articles of incorporation. In cases in which a capital majority is required, the General Assembly shall approve with simple majority the share capital represented in the passing of the resolution.

ANNUAL FINANCIAL STATEMENTS AND DISTRIBUTION OF PROFIT

Article 20

- (1) The Executive Board is required within the first five months of the financial year to prepare for the previous financial year the annual financial statements as well as an operating review for the Company together with consolidated financial statements and a consolidated operating review. These must be audited by the independent auditor and laid before the members of the Supervisory Board, together with a proposal for the distribution of profit.
- (2) It is the Supervisory Board's responsibility to review the annual financial statements and operating review of the Company and the consolidated financial statements and consolidated operating review and to review the proposal for the distribution of profit and to report to the General Meeting on them.
- (3) If the Supervisory Board approves the annual financial statements they are deemed to be adopted, unless the Executive and Supervisory Boards decide in favour of adoption by the Annual General Meeting.
- (4) Within eight months of the end of each financial year, the General Meeting decides in particular on the distribution of profit for the year, the discharge from responsibility of the members of the Executive and Supervisory Boards, the election of the independent

auditor and, as provided under the law, the adoption of the annual financial statements (Annual General Meeting).

Article 21

- (1) Dividends are payable no later than on 30 (thirty) June following the Annual General Meeting.
- (2) Shareholders dividends not claimed within three years of falling due and payable are forfeited, and are added to the Company's unappropriated reserves.

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There must be at least three clear working days between the date of the deposit and the date of the General Meeting. There must be at least 14 days available to the shareholder to lodge the deposit following publication of notice of the Meeting and not counting the day of publication. If the last day of this period falls on a Sunday or a statutory holiday, then the next following working day must also be available to the shareholder to lodge the deposit. The following days are treated not as working days but as holidays: all Saturdays, Good Friday, as well as the 24th and 31st December of each year.

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The deposit is deemed to have been duly made if the shares (interim certificates) are, with the agreement of a depository authorised for the purposes of Paragraph (1), above, held to its order in a frozen account with other banks.

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(6) Where interim certificates have been issued, the shareholders registered in the share register are entitled to take part also without any deposit, provided they give written notice of their intention to do so not later than three working days before the General Meeting.