



**A-TEC INDUSTRIES AG**

Vienna, FN 216262 h

("the Company")

**Invitation**

to the extraordinary general meeting of the Company's shareholders,  
to be held at 10 a.m., 19 October 2009,  
at the Hilton Vienna Hotel, Am Stadtpark 1, 1030 Vienna,  
with the following agenda

1. Resolution on amendment of the Articles of Association to comply with the *Aktienrechts-Änderungsgesetz 2009* (Companies [Amendment] Act).
2. Resolution authorising the conferral on holders of the bonds issued by the Company on 23 September 2009 with a total face value of €10,000,000 (and additional bonds carrying such rights up to a total face value of €10,000,000 in the event of exercise of the over-allotment option by the lead manager) of rights to convert up to an initial 7,452,575 bonds (or up to 8,130,082 bonds in the event of full exercise of the over-allotment option) into bearer shares in the Company of no par value representing an initial €7,452,575 (or €8,130,082 in the event of exercise of the over-allotment option) of the Company's share capital, and simultaneously excluding the subscription rights of shareholders with rights to convert these bonds into shares in the Company under section 174(4) *Aktiengesetz* ([AktG] Companies Act) in conjunction with section 153 of that act.
3. Resolution on amendment of the resolution on the ninth item on the agenda of the General Meeting held on 6 November 2006 as amended by the General Meeting resolution adopted on 27 June 2008 regarding the conditional capital increase, to the effect that the latter may also be carried out if holders of other convertible bonds issued on the basis of the resolution of the General Meeting adopted on 6 November 2006 exercise their conversion or subscription rights.
4. Resolution in accordance with section 159 AktG on a further conditional increase of the Company's share capital of up to €3,100,000 by issuing up to 3,100,00 new bearer shares of no par value for the purpose of granting conversion or subscription rights to holders of convertible bonds. The conditional capital may be issued in one or more tranches up to the maximum amount authorised. The sole purpose of any capital increase is to permit the exercise of conversion or subscription rights. The Supervisory Board is authorised to resolve on amendments to the Articles of Association arising from the issue of shares out of conditional capital.
5. Resolution on amendment of the resolution on the tenth item of the agenda of the General Meeting held on 6 November 2006 as amended by the General Meeting resolution adopted on 27 June 2008 authorising the Management Board, subject to the approval of the Supervisory Board, to increase the Company's share capital by up to €2,000,000 in accordance with section 159(3) AktG by issuing up to



2,000,000 bearer shares of no par value for the purpose of granting share options to employees, senior executives and members of the management boards of the Company or Group companies to the effect that this authorisation in accordance with section 159(3) AktG is limited to an increase of €100,000 through the issue of up to 100,000 new bearer shares of no par value.

6. Resolution amending Article 7(2) of the Articles of Association with regard to the conditional capital increase to be resolved on under the third and fourth agenda items to read:

“(2)(a) The Company’s General Meeting of 19 October 2009 resolved, in accordance with section 159 AktG (section one hundred and fifty-nine), a conditional increase in the Company’s share capital of up to €10,000,000 (ten million euro) by issue up to 10,000,000 (ten million) new bearer shares of no par value for the purpose of granting conversion or subscription rights to holders of convertible bonds. The conditional capital may be issued in one or more tranches up to the maximum amount authorised. The sole purpose of any capital increase is to enable the holders of any convertible bonds issued to exercise the conversion or subscription rights accorded to them. The Supervisory Board is authorised to resolve on amendments to the Articles of Association arising from the issue of shares out of conditional capital.

(b) The Company’s General Meeting of 19 October 2009 resolved, in accordance with section 159 AktG (section one hundred and fifty-nine), a conditional increase in the Company’s share capital of up to €3,100,000 (three million one hundred thousand euro) by issue of up to 3,100,000 (three million one hundred thousand) new bearer shares of no par value for the purpose of granting conversion or subscription rights to holders of convertible bonds. The conditional capital may be issued in one or more tranches up to the maximum amount authorised. The sole purpose of any capital increase is to enable the holders of any convertible bonds issued to exercise the conversion or subscription rights accorded to them. The Supervisory Board is authorised to resolve on changes to the Articles of Association arising from the issue of shares out of conditional capital.”

7. Resolution amending Article 7(3) of the Articles of Association with regard to limitation of the authorisation under the fifth agenda item to read:

“(3) The Management Board is authorised until 9 November 2011, subject to the approval of the Supervisory Board, to increase the Company’s share capital by up to €100,000 in accordance with section 159(3) AktG by issuing up to 100,000 new bearer shares of no par value for the purpose of granting share options to employees, senior executives and members of the management boards of the Company or Group companies. The conditional capital may be issued in one or more tranches up to the maximum amount authorised. The sole purpose of any capital increase is to permit the holders of share options to exercise their options. The amount of the issue and the conversion ratio shall be established according to a generally accepted price determination procedure based on



recognised investment mathematical methods and the market price of the Company's no par 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 Management Board is authorised, subject to 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 amendments to the Articles of Association arising from the issue of shares out of conditional capital."

Inspection of documents (section 106[4] AktG):

Pursuant to sections 108(3–5) AktG, the relevant documents may be inspected by shareholders at the Company's registered office from the 21<sup>st</sup> day before the General Meeting, and are also posted on the Company's website at [www.a-tecindustries.com](http://www.a-tecindustries.com). This also applies to copies of agenda item petitions submitted to the Management Board, the bond issue terms and conditions, and the proposed amendments to the Articles of Association to comply with the *Aktienrechts-Änderungsgesetz 2009*.

Notice concerning certain rights of shareholders (section 106[5] AktG):

- Shareholders whose holdings represent a combined total of five per cent of the Company's share capital may require the inclusion and announcement of items in the agenda of the next general meeting. Each agenda item petition must be accompanied by a draft resolution, including justifications. Petitioners must have been shareholders for at least three months prior to submitting petitions. In the event of an extraordinary general meeting, a shareholder petition to amend the agenda must be received by the Company by the 19<sup>th</sup> day before such general meeting. The amended agenda must be announced in the same way as the original agenda, by the 14<sup>th</sup> day before the general meeting. Section 107(3) AktG requires listed companies to make such announcements by the second weekday after the 19<sup>th</sup> day before an extraordinary general meeting, and to post the amended agenda, including any justifications, on its website from that day on.
- Shareholders whose holdings represent a combined total of one per cent of the Company's share capital may submit written draft resolutions to the Company regarding any item on the agenda and may require that these be posted on the Company's website together with the name(s) of the shareholders concerned, the attached justifications and any opinions expressed by the management or supervisory boards. Such requirement must be received by the Company by the seventh weekday before the general meeting, i.e. by 8 October 2009.
- 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 agenda items. Information may be denied if, among other reasons, it has been available on the Company's website in question and answer form for a minimum of seven days continuously before commencement of the general meeting.

In the interests of efficient meetings, questions the answers to which require extended preparation should be submitted in writing to the Company well in advance of the



general meeting. Petitions and questions shall be sent to the Company at Wächtergasse 1/3/1, 1010 Vienna or faxed (+43 [0]1 22760160) or e-mailed ([ir@a-tecindustries.com](mailto:ir@a-tecindustries.com)) for the attention of Gerald Wechselauer. Information regarding shareholders' rights under sections 109, 110 and 118 AktG is also posted on the Company's website at [www.a-tecindustries.com](http://www.a-tecindustries.com).

Record date and conditions for attendance of general meetings (section 106[6 and 7] AktG):

By reason of the AktRÄG 2009, the current provisions in the Articles of Association regarding convocation and depositing of shares do not apply. Under section 111(1) AktG, as amended by AktRÄG 2009, entitlement to attend the General Meeting and to exercise shareholders' rights is conditional on shareholdings at the end of the tenth day before the General Meeting (record date), i.e. shareholdings at the end of 9 October 2009.

Shareholders wishing to attend the General Meeting and exercise voting rights must provide evidence to the Company of their shareholdings on the record date.

As evidence of shareholdings on the record date, a deposit confirmation issued by the bank where the shares are deposited and which is domiciled in a member state of the European Economic Area or in a full OECD member country is sufficient for bearer shares deposited in a securities account (see section 10a AktG) provided that it is received by the Company by the third weekday before the General Meeting. For bearer shares which are not deposited in a securities account, written confirmation from a notary public is sufficient, provided that it is received by the Company by the third weekday before the General Meeting.

Evidence of shareholdings on the record date must be sent to the Company at Wächtergasse 1/3/1, 1010 Vienna or faxed (+43 [0]1 22760160) or e-mailed ([ir@a-tecindustries.com](mailto:ir@a-tecindustries.com)) for the attention of Gerald Wechselauer.

Option of appointing a representative (section 106[8] AktG):

Voting rights may be exercised by proxies by virtue of written authorisations held by the Company. A proxy may either be a natural or a legal person, attends the General Meeting on behalf of the shareholder, and has the same rights as the shareholder represented. Proxies may be faxed (+43 [0]1) 22760160) or e-mailed ([ir@a-tecindustries.com](mailto:ir@a-tecindustries.com)) for the attention of Gerald Wechselauer.



Notice pursuant to section 83(2)(1) *Börsengesetz* ([BörseG] Stock Exchange Act) and section 106(9) AktG:

At the time of convocation of the General Meeting, the share capital of the Company amounted to €6,400,000 and was divided into 26,400,000 bearer shares of no par value. Each share confers the right to one vote. The Company does not hold any of its own shares.

Vienna, September 2009

The Management Board