

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, 26 May 2011 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 together with the report of the management board and the corporate governance report, the group accounts together with the group situation report, the resolution on the application of the result including a distribution of dividends and the report of the Supervisory Board on the business year 2010.
2. Adoption of a resolution about the appropriation of the balance sheet profit of the year.
3. Adoption of a resolution on the discharge of the members of the Management Board for the business year 2010
4. Adoption of a resolution on the discharge of the members of the Supervisory Board for the business year 2010
5. Adoption of a resolution concerning the remuneration of the members of the Supervisory Board
6. Election of the auditor and group auditor for the business year 2011

7. Adoption of resolutions on the following:

- a) Creating new authorized capital, including the authority to exclude the subscription right and the option of issuing the new stock for subscription in specie [Authorized Capital 2011].
- b) Cancelling the resolution on the authorized capital adopted by the General Meeting of 29 March 2006.
- c) Amending Article 3 "Share Capital and Stock", par. 3 of the Articles of Association.

8. Adoption of Resolutions on

- a) The authorization of the Management Board to acquire own stock in accordance with Article 65 par. 1 sub-pars. 4 and 8 Austrian Stock Corporation Act (AktG).
- b) The authorization of the Management Board with the approval of the Supervisory Board to decide on any other mode of disposal of own stock than via the stock exchange or via public offer under exclusion of the subscription right of the stockholders.
- c) The authorization of the Management Board to call in own stock without the need of any further resolution to be adopted by the General Meeting.
- d) The cancellation of the last granted authorization of the Management Board to acquire own stock according to the resolution adopted at the General Meeting of 02 April 2009 on item 7 of the agenda.

9. Report on the SOP 2009

DOCUMENTS FOR THE ANNUAL GENERAL MEETING

The following documents are available for inspection by the shareholders in the business premises at the registered seat of the company at Schloss Premstätten, 8141 Unterpremstätten, Tobelbaderstrasse 30, Investor Relations, Moritz M. Gmeiner, on **05. May 2011** at the latest:

- 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 2010,
- Proposed resolutions for the items 2-9 on the agenda,
 - Report of the Management Board to TOP 7 – genehmigtes Kapital, Bezugsrechtausschluss
 - Report of the Management Board to TOP 8 – Erwerb eigener Aktien 2011, Bezugsrechtausschluss

These documents, as also the complete text of this convocation and the form for granting or withdrawing proxy pursuant to § 114 Austrian Stock Corporation Act (AktG) shall also be accessible at the latest on **05 May 2011** on the Internet under www.austriamicrosystems.com and will also be available at the Annual General Meeting.

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, Dr. Jann H. Siefken at the latest on **05. May 2011**. 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 **17. May 2011** either by fax to +43 (3136) 500 5420 or at austriamicrosystems AG, Schloss Premstätten, A-8141 Unterpremstätten, Tobelbaderstrasse 30, General Counsel, Dr. Jann H. Siefken, or by e-mail agm@austriamicrosystems.com, whereas the request in text form, such as a PDF file must be attached to the e-mail. On the making of a proposal for the election of a supervisory board member the statement of the proposed person pursuant to § 87 section 2 Austrian Stock Corporation Act (AktG) shall replace the justification. 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.

Each shareholder must - upon request - be informed in the general meeting on the matters concerning the Company, to the extent that such information is necessary to appropriately assess an item on the agenda.

The provision of information may be refused to the extent that it might be liable according to reasonable entrepreneurial assessment to cause serious damage to the Company or an affiliated company or if provision of such information could lead to prosecution under the law.

Further information on these rights of the shareholders pursuant to §§ 109, 110, 118 and 119 Austrian Stock Corporation Act (AktG) shall be available with immediate effect on the website of the Company www.austriamicrosystems.com.

VERIFICATION KEY DATE AND ATTENDANCE OF GENERAL MEETING

Due to amendments of the Austrian Stock Corporation Act (AktG) by the Austrian Stock Corporation Amendment Act 2009 the provisions of the Articles of Association on the convocation of the general meeting, the deposit of the shares for the attendance and voting rights and the attendance and voting rights at the general meeting shall not apply.

The right to attend the general meeting and to exercise the voting right and the other shareholder rights, which are to be asserted in the general meeting depend on the shareholding as of 16. May 2011, 12:00 midnight, Vienna time (**verification key date**).

Only such persons shall be entitled to attend the general meeting, who are shareholders on the key date and can verify this to the Company.

For bearer shares that are kept in a deposit the verification of the shareholding on the verification key date shall be a deposit certificate pursuant to § 10a Austrian Stock Corporation Act (AktG), which shall be transmitted to the Company exclusively to one of the following addresses at the latest by **23 May 2011**.

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

BY SWIFT GIBAATWGGMS
Message type MT598, please state ISIN AT0000920863
in text under all circumstances

By fax +43 (1) 8900 500 - 50

By e-mail anmeldung.austriamicrosystems@hauptversammlung.at,
whereas the deposit certificate must be attached in text
format to the e-mail, e.g. as PDF file

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 SegalInterSettle 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 **16. May 2011** 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 - 50

By e-mail 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.

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 **25 May 2011**.

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.

TOTAL OF SHARES AND VOTING RIGHTS

At the time of the convocation of the General Meeting the share capital of the Company amounts to a nominal of EUR 26.758.748,01, divided into 11.046.252 no par value share, each share granting one vote. As of 18. May 2011 the Company holds 884.864 own shares for which it does not have any rights. The total number of shares entitled to attend and vote amounts to 11.068.767 at the time of the convocation of the general meeting.

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 2011

The Board of Management