

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

extraordinary General Meeting of Shareholders of austriamicrosystems AG

to be held on **Thursday, August, 25. 2011, at 10.00 a.m.** at the Company's premises at Schloss Premstätten, A- 8141 Unterpremstätten, Tobelbaderstrasse 30.

AGENDA

1. Resolution on the amendment of Article 8 par. (1) Articles of Association (increasing the number of Supervisory Board members to a maximum of twelve).
2. Resolution on the amendment of Article 21 par. (2) Articles of Association (removal of members of the Supervisory Board from office will in future require a majority of three quarters of the votes cast)
3. Appointment of members of the Supervisory Board
4. Report on the SOP TAOS (Texas Advanced Optoelectronic Solutions, Inc.)

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 **August, 04. 2011** at the latest:

- Proposed resolutions for the items 1-3 on the agenda,
- Declaration of candidates for the election to the Supervisory Board according to item 3 on the agenda pursuant to § 87 (2) AktG.

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 **August, 04 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 **August, 08. 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 **August, 16. 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.

Each shareholder is entitled to submit an application to each agenda-item of the general meeting. Precondition is the proof of eligibility according to the convening. It is expressly noted that: persons for election to the Supervisory Board (agenda item 2) can only be proposed by shareholders whose shares jointly represent at least 1% of the share capital. Such nominations must be submitted latest by August, 16. 2011, as described above.

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.

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 **August, 15. 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 - 86

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 **August, 24. 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

Per July 25. 2011, the share capital of the Company amounts to a nominal of EUR 33,370,413.45, divided into 13.775.607 no par value share, each share granting one vote. As of July, 25. 2011 the Company holds 950.018 own shares for which it does not have any rights. The total number of shares entitled to attend and vote amounts to 12.825.589 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, July 2011

The Board of Management