

S & T System Integration & Technology Distribution AG

Vienna, FN 47292 y

ISIN AT0000905351

I n v i t a t i o n

We hereby invite our shareholders to an

Extraordinary General Meeting of

S & T System Integration & Technology Distribution AG

on Tuesday, October 25, 2011 at 9:00 a.m.,

at the offices of S & T System Integration & Technology Distribution AG 1110 Vienna,
Geiselbergstraße 17-19, Stiege 3

A g e n d a

1. Report of the Management Board.
2. Resolution on the increase of the Company's issued capital by EUR 16,000,000, from EUR 7,170,034 to EUR 23,170,034 by issuing 8,000,000 new no-par value registered shares excluding the subscription rights of shareholders and amending Section V. 1) and V. 2) of the Articles of Association.
3. Resolution on the revocation of the existing authorization granted to the Management Board and Supervisory Board pursuant to Section V. 3) of the Articles of Association (Authorized Capital) as well a resolution on authorizing the Management Board to raise the Company's issued capital by a total of up to EUR 11,585,016 by no later than October 24, 2016 by issuing, with the approval of the Supervisory Board, up to 5,792,508 new no-par value registered shares, excluding the subscription rights of shareholders and amending Section V. 3) of the Articles of Association.
4. Resolution on the election of up to four members of the Supervisory Board.

DOCUMENTS FOR THE ANNUAL GENERAL MEETING

The following documents will be available for inspection at the Company's premises at 1110 Vienna, Geiselbergstraße 17-19/Stiege 3, Investor Relations, Attn: Mr. Michael Dvorak, beginning on **4 October 2011**:

- Draft resolutions for items 2-4 on the agenda,
- Management Report on the exclusion of subscription rights in connection with the capital increase with regard to TOP 2 in compliance with Section 153 Para. 4 Stock Corporation Act
- Management Report on the exclusion of subscription rights in connection with the authorization to raise the Company's issued capital with regard to TOP 3 in compliance with Section 170 Para. 2 in combination with Section 153 Para. 4 Stock Corporation Act
- Statements by the candidates to be elected to the Supervisory Board under item 7 of the agenda, in compliance with Section 82 Para. 2 Stock Corporation Act.

These documents as well as the complete text of this invitation and the forms for appointing or revoking a proxy holder pursuant to Section 114 Stock Corporation Act will be available on the Company's Website no later than **4 October 2011** at http://www.snt-world.com/investors/annual_general_meetings/79814.en.php and will also be available at the Annual General Meeting.

NOTE REFERRING TO THE RIGHTS OF SHAREHOLDERS PURSUANT TO SECTIONS 109, 110, 118 AND 119 STOCK CORPORATION ACT

Shareholders whose total shareholding equals **5% or more of the Company's issued capital** may request in writing that **additional items be put on the agenda** of the next Annual General Meeting, and that these be made public, provided that these shareholders held the shares for at least three months prior to making the request. In addition, such a request shall only be considered if it is received by the Company in written form no later than **6 October 2011** at the address 1110 Vienna, Geiselbergstraße 17-19/Stiege 3, Attn: Mr. Michael Dvorak, Investor Relations. Any such request to add another item to the agenda must be accompanied by the draft version of the proposed resolution along with a statement of reasons for submitting this resolution. For bearer shares held in a securities deposit account, custody account confirmation (safe custody receipt) in accordance with Section 10a Stock Corporation Act shall suffice as proof of shareholder status. This confirmation must confirm that the shareholder (5% of the share capital) requesting an addition to the agenda has been a holder of the shares for at

least three months prior to submitting such a request. In addition, the custody account confirmation must not be more than seven days old at the time it is submitted to the Company. In respect to any other requirements related to the custody account confirmation, reference is made to the detailed information on the right to participate.

Shareholders whose aggregate shareholding equals **1% or more of the Company's issued capital may propose draft resolutions** in writing in respect to each item on the agenda for the next Annual General Meeting, accompanied by a statement explaining the reasons for such a proposal, and may request that these proposals are made available on the Company's Website. Shareholder requests of this kind will only be considered if they are sent in written form and received by the Company no later than **14 October 2011**, either per fax to +43 (0)1 367 8088 -1099 or per mail at the address 1110 Vienna, Geiselbergstraße 17-19/Stiege 3, Attn: Mr. Michael Dvorak, Investor Relations. With respect to a proposal for election as a member of the Supervisory Board, the declaration of the proposed candidate is used pursuant to Section 87 Para. 2 Stock Corporation Act instead of the explanation of the reasons. For bearer shares held in a securities deposit account, custody account confirmation (deposit certificates) in accordance with Section 10a Stock Corporation Act shall suffice as proof of shareholder status, provided that this confirmation is not more than seven days old at the time it is submitted to the Company. In respect to any other requirements related to the custody account confirmation, reference is made to the detailed information on the right to participate.

Every shareholder attending the Annual General Meeting is entitled, upon request, to be provided with information on matters concerning the Company's affairs, to the extent that this information is required to enable the shareholder to properly evaluate the relevant items on the agenda.

The Company may refuse to supply such information if, according to sound business judgment, it could potentially cause material damage to the Company or to any of its subsidiaries, or if providing such information would comprise a criminal offense.

In order to ensure the smooth and effective organization of the Annual General Meeting, any questions that will take longer to answer should be directed to the Company in written form and in due time prior to the Annual General Meeting either per fax to +43 (0)1 367 8088 -1099 or to 1110 Vienna, Geiselbergstraße 17-19/Stiege 3, Attn: Mr. Michael Dvorak, Investor Relations.

Every shareholder has the right to bring forward motions in respect to each item on the agenda at the Annual General Meeting. Individuals named as candidates to the Supervisory Board (Item 7 of the agenda) may only be proposed by shareholders whose aggregate shareholding amounts to at least 1% of the issued capital. Shareholder requests of this kind will only be considered if they are received by the Company in writing as described above no later than **14 October 2011**. The proposal nominating a candidate to the Supervisory Board must be accompanied by a statement made by the proposed candidate pursuant to Section 87 Para. 2 Stock Corporation Act outlining this person's professional qualifications, professional or comparable functions as well as any circumstances that could give reason for concern in respect to any potential bias.

Further information about these shareholder rights defined in Sections 109, 110 and 118 Stock Corporation Act are available immediately on the Company's website at http://www.snt-world.com/investors/annual_general_meetings/79814.en.php.

RECORD DATE AND PARTICIPATION IN THE ANNUAL GENERAL MEETING

The right to participate in the Annual General Meeting and to exercise voting rights and all other shareholder rights in the course of the Annual General Meeting depend on the shares held at the end of day on **15 October 2011 (record date)**.

Participation in the Annual General Meeting is limited to persons who are in possession of shares on the record date, and supply proof of such to the Company.

Deposited bearer shares

In case of deposited bearer shares, the custody account confirmation (safe custody receipt) pursuant to Section 10a Stock Corporation Act shall suffice as proof of shareholding on the record date. This confirmation of holdings must be received by the Company no later than **20 October 2011** at one of the following addresses:

By fax: +43 (1) 928 90 60

By mail: Oesterreichische Kontrollbank AG,
Abteilung KMS / HV Operation Center 1
Strauchgasse 1-3, 1. Stock
1010 Vienna

Custody account confirmation pursuant to Section 10a Stock Corporation Act

The safe custody receipt must be issued by the depositary bank based in a member state of the European Economic Area or a full member state of the OECD and must contain the following information:

- Information on the issuer: name/company and address or code commonly used in business transactions between banks (SWIFT Code),
- Information on the shareholder: name/company, address, date of birth for natural persons, register and registration number for legal persons, if applicable,
- Information on the shares: number of the shares held by the shareholder or, in case of par value shares, the nominal value, in case of several share classes, the name of the class or the international securities identification number;
- Custody account or deposit number and/or another description,
- Date or period of time to which the custody account confirmation (safe custody receipt) refers to.

The custody account confirmation as proof of the shareholdings must refer to the above-mentioned record date of **15 October 2011**, serving as the deadline for submission of proof.

The custody account confirmation will be accepted in German or in English.

Notice of the intention to attend the Annual General Meeting or submission of a custody account confirmation does in no way block shareholder actions with regard to their shares. Shareholders may dispose freely of their shares after having given notice of their intention to participate in the Annual General Meeting or having submitted a custody account confirmation.

PARTICIPATION BY PROXY

Every shareholder entitled to participate in the Annual General Meeting has the right to appoint a representative who will attend the meeting on behalf of the shareholder, and who is vested with the same rights as the shareholder whom he/she represents.

Proxy must be conferred on a specific person (natural or legal) in text form. It is also possible to appoint several proxy holders.

The appointment of a proxy holder (power of attorney) must be received by the Company at any one of the following addresses:

By fax: +43 (1) 928 90 60

By mail: Oesterreichische Kontrollbank AG,
Abteilung KMS / HV Operation Center 1
Strauchgasse 1-3, 1. Stock
1010 Vienna

Personally: When registering to attend the Annual General Meeting at the designated meeting place

A form for the appointment (or revocation) of a proxy holder will be sent to shareholders upon request and are also available at the Company's Website at http://www.snt-world.com/investors/annual_general_meetings/79814.en.php.

Unless that power of attorney is delivered personally on the day of the Annual General Meeting upon registration, that power of attorney must be received by the Company no later than **24 October 2011, 4:00 p.m.**

The aforementioned requirements for appointing a proxy holder shall apply analogously for the revocation of the proxy.

Power of attorney for exercising proxy voting rights may not be assigned by shareholders to members of the Management Board or Supervisory Board.

Exclusion of SWIFT

Pursuant to Section 262 Para. 20 Stock Corporation Act, it is hereby determined that in derogation of the second sentence of Section 10a Para. 3 Stock Corporation Act, the Company will not accept safe custody receipts and statements pursuant to Section 114 Para. 1, fourth sentence, Stock Corporation Act through an international, particularly secure communications network of banks, the participants of which can be clearly identified.

Total number of shares and interim certificates

On the day the Annual General Meeting was convened, the Company's stated issued capital amounted to nominal EUR 7,170,034 and is divided into 3,585,017 no par value bearer shares. Each share grants one vote. On the day the Annual General Meeting was convened, the Company held a total of 20,286 treasury shares. The Company cannot derive any rights from those treasury shares. On the day the Annual General Meeting was convened, the total number of shares entitled to participate in the Annual General Meeting and exercise voting rights was 3,564,731.

To ensure a smooth admission procedure, shareholders are requested to arrive in good time before the Annual General Meeting starts, and to identify themselves at the registration desk by presenting valid photo-bearing identification.

Admission to collect the voting cards starts at 8:30 a.m.

Vienna, October 2011

The Management Board