

## **Resolutions of the Supervisory Board**

### **for the Extraordinary General Meeting of S & T System Integration & Technology Distribution AG on October 25, 2011**

**1. Report of the Management Board.**

A resolution on this item of the agenda is not required.

**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.**

The Supervisory Board proposes that the Extraordinary General Meeting adopt the following resolution:

"The issued capital of the Company will be increased by EUR 16,000,000, from EUR 7,170,034 to EUR 23,170,034 by issuing 8,000,000 new no-par value bear shares comprising a pro rata amount of EUR 2 for each new share in the issued capital of the Company against a contribution in cash excluding the subscription rights of shareholders (Ordinary Capital Increase 2011). To underwrite the capital increase, the companies Quanmax AG (FN 190272m) and grosso holding Gesellschaft mbH (FN 123293p) will each be authorized to acquire 4,000,000 new no-par value registered shares with a pro rata amount of EUR 2 for each new share in the issued capital of the Company against a contribution in cash, thus a total issue amount of EUR 8,000,000. The new shares are entitled to participate in the profits as of January 1, 2012. Paragraph 1 of Section V. (Issued Capital, Shares) of the Articles of Association will be amended as follows:

'The issued capital of the Company amounts to EUR 23,170,034 (twenty-three million one hundred and seventy thousand and thirty-four euros). It is divided into a total of 11,585,017 (eleven million five hundred and eight five thousand and seventeen) no-par value shares, of which each has an equal share in the issued capital of the Company. Each no-par value share entitles the bearer to the right to cast one vote at the Annual General Meeting of the Company'.

Paragraph 2 of Section V. (Issued Capital, Shares) of the Articles of Association will be amended as follows:

'3,585,017 shares are bearer shares and 8,000,000 are registered shares.'"

**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 as 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 bearer or registered shares, excluding the subscription rights of shareholders and amending Section V. 3) of the Articles of Association.**

The Supervisory Board proposes that the Extraordinary General Meeting adopt the following resolution:

“The previous authorization granted to the Management Board and Supervisory Board under Section V. 3) of the Articles of Association (Authorized Capital) is herewith revoked. The Management Board is authorized, with the approval of the Supervisory Board, to increase the Company’s issued capital by a total of up to EUR 11,585,016 by no later than October 24, 2016 to up to EUR 34,755,050 in one or several tranches by issuing up to 5,792,508 new no-par value bearer or registered shares partially or completely against contribution in cash or in kind, and to determine the issue price as well as the terms and conditions of the issue, in particular the right to participate in the profits (Authorized Capital 2011). The subscription rights of shareholders are excluded up to a total issue amount of EUR 8,000,000 in favor of Quanmax AG (FN 190272m) and grosso holding Gesellschaft mbH (FN 123293p). The Management Board is authorized, with the approval of the Supervisory Board, to partially or completely exclude the further subscription rights of shareholders. The Supervisory Board is authorized to resolve upon amendments to the Articles of Association arising from the issuing of shares from the authorized capital. Section V. 3) (Issued Capital, Shares) of the Articles of Association will be amended as follows:

“The Management Board is authorized, with the approval of the Supervisory Board, to increase the Company’s issued capital by a total of up to EUR 11,585,016 (eleven million five hundred and eight-five thousand and sixteen euros) to up to EUR 34,755,050 (thirty-four million, seven hundred and fifty-five thousand and fifty euros) by no later than October 24, 2016, in one or several tranches, by issuing up to 5,792,508 (five million seven hundred and ninety-two thousand five hundred and eight) new no-par value bearer or registered shares partially or completely against contribution in cash or in kind, and to determine the issue price as well as the terms and conditions of the issue, in particular the right to participate in the profits (Authorized Capital 2011). The subscription rights of shareholders are excluded up to a total issue amount of EUR 8,000,000 in favor of Quanmax AG (FN 190272m) and grosso holding Gesellschaft mbH (FN 123293p). The Management Board is authorized, with the approval of the Supervisory Board, to partially or completely exclude the further subscription rights of shareholders. The Supervisory Board is authorized to resolve upon amendments to the Articles of Association arising from the issuing of shares from the authorized capital.”

#### **4. Resolution on the election of up to 4 members to the Supervisory Board.**

Pursuant to Section VII. 1) of the Articles of Association, the Supervisory Board consists of at least three and a maximum of ten members elected by the Annual General Meeting. Up until now the Supervisory Board has consisted of three members elected by the Annual General Meeting. Furthermore, two members of the Supervisory Board consisted of representatives nominated by the Works Council pursuant to § 110 Austrian Labor Constitution Act.

Viktoria Kickinger, the Chairman of the Supervisory Board, Wilhelm Rasinger, Deputy Chairman of the Supervisory Board, and Johannes Schwaiger, Member of the Supervisory Board, have declared their intention to resign from the Supervisory Board effective with the expiration of the third day following the entry of the cash capital increase which is to be resolved upon at the Extraordinary General Meeting to be held on October 25, 2011 under agenda item 2 in the company register (“closing”). Their resignation is contingent upon the election of at least three members to the Supervisory Board pursuant to agenda item 4 by the Extraordinary General Meeting to be held on October 25, 2011. If the day of the closing is on a Saturday, Sunday or holiday, the closing will officially take effect on the next working day (except for Saturday).

The Supervisory Board proposes to increase the number of Supervisory Board members from the previous level of three members to four members, in which case the Extraordinary General Meeting must first approve the corresponding resolution pursuant to § 87 Section 1 (2) Stock Corporation Act.

The Supervisory Board proposes to elect Erhard Grossnigg, born September 22, 1946, Werner Straubinger, born April 24, 1961, Richard Wieczorek, born May 5, 1946, and Thomas Hoffmann, born September 11, 1965 to the Supervisory Board effective at the end of this Extraordinary General Meeting, with their term of office to last until the expiration of the Annual General Meeting resolving on the discharge for the fourth financial year after the election takes place, in which case the current financial year is not included. In case the current balance sheet date of December 31<sup>st</sup> is maintained, the term of the office of the Supervisory Board members to be elected at the Extraordinary General Meeting will thus expire at the end of the Annual General Meeting resolving upon the discharge for the 2015 financial year.

Each of the proposed candidates for election to the Supervisory Board has submitted a declaration pursuant to § 87 Section 2 Stock Corporation Act, which is accessible on the Website of the Company.

It is planned to separately hold a vote at the Extraordinary General Meeting for each of the four positions to be occupied on the Supervisory Board.

The Extraordinary General Meeting is bound by the proposals for election of the candidates to the Supervisory Board as follows: the proposals for election to the Supervisory Board including the declarations of the candidates pursuant to § 87 Section 2 Austrian Stock Corporation Act must be made available by the Company on its Website no later than October 18, 2011, otherwise the person in question will not be included in the voting. This also applies for proposals for candidates submitted by shareholders pursuant to § 110 Austrian Stock Corporation Act, which must be received by the company in writing no later than October 14, 2011. In this regard, reference is made to the details and pre-requisites for taking such election proposals as contained in the "Information on the Rights of Shareholders Pursuant to §§ 109, 100, 188 and 119 Stock Corporation Act".