

S & T System Integration & Technology Distribution AG
Vienna, FN 47292 y

I n v i t a t i o n

We hereby invite our shareholders to the
19th ordinary general assembly of
S & T System Integration & Technology Distribution AG
on **Wednesday, 19 May 2010, at 10.00 a.m.**,
at the premises of Erste Group Bank AG, 1010 Vienna, Petersplatz 7/6. floor.

A g e n d a

1. Presentation of the financial statements, including directors' report and corporate governance report, of the consolidated accounts and consolidated directors' report, the proposal for the appropriation of profits and the supervisory board's report for the fiscal year 2009
2. Resolution on the appropriation of net profits for the year
3. Resolution on the discharge of the members of the managing board for the fiscal year 2009
4. Resolution on the discharge of the members of the supervisory board for the fiscal year 2009
5. Resolution on the compensation for the members of the supervisory board
6. Election of the auditor for the Company's financial statements and consolidated financial statements for the fiscal year 2010
7. Resolution on amendments of the articles of association, including but not limited to adjustments to changes in legislation (Stock Corporation Amendment Act 2009)

8. Resolution on the managing board's authorization, valid from 1 November 2010 to 31 October 2012, to purchase treasury shares of up to 10% of the Company's share capital pursuant to Section 65 (1) (8) Stock Corporation Act
9. Resolution on the managing board's authorization, with the consent of the supervisory board, to adopt for the purpose of reselling these treasury shares a form of sale other than through the stock exchange or by virtue of a public offer, this pursuant to Section 65 (1b) Stock Corporation Act without further resolution of the general assembly and to the exclusion of the shareholders' subscription rights

DOCUMENTS FOR THE GENERAL ASSEMBLY

The following documents can be inspected at the Company's premises at 1110 Vienna, Geiselbergstraße 17-19/Stiege 3, Investor Relations, Mr. Michael Dvorak, beginning on **28 April 2010**:

- financial statements including directors' report,
- corporate governance report,
- consolidated financial statements, including consolidated directors' report,
- proposal for the appropriation of net profits for the fiscal year 2009;
- proposed resolutions on items 2 – 9 on the agenda,
- managing board's report on TOP 8 "Purchase of treasury shares",
- articles of association, with proposed amendments being highlighted.

These documents as well as the full text of this notice and the forms to be used to grant and revoke power of attorney pursuant to Section 114 Stock Corporation Act are available beginning on **28 April 2010** and can be obtained also through the internet at http://www.snt-world.com/investors/annual_general_meetings/2010/70325.de.php as well as at the general assembly.

REFERENCE TO SHAREHOLDERS' RIGHTS PURSUANT TO SECTIONS 109, 110 AND 118 STOCK CORPORATION ACT

Shareholders whose combined shares amount to **5% of the share capital** and who have held these shares at least three months before making the request can request in writing that **additional items be put on the agenda** of this general assembly and be

published, provided that such a written request is received at the Company's address at 1110 Vienna, Geiselbergstraße 17-19/Stiege 3, for the attention of Ms. Dagmar Lukanec, Group Legal Counsel, on or before **28 April 2008**. Any such request to add another item to the agenda must be accompanied by a proposed resolution along with a statement of reasons. In case of deposited bearer shares, the shareholding as of the record date may be evidenced through a safe custody receipt pursuant to Section 10a Stock Corporation Act, which confirms that the shareholders making the request have held the relevant shares at least three months prior to that request; that receipt must not be older than seven days when submitted to the Company. The other requirements applicable to safe custody receipts are described in connection with the explanations on a person's eligibility to attend the assembly.

Shareholders whose combined shares amount to **1% of the share capital** may submit written **proposals for resolution**, along with statements of reasons, with respect to any item on the agenda, and request that these proposals and statements of reason, along with commentaries of the managing board or the supervisory board, if any, be made available at the Company's website, provided that this written request is received by the Company on or before **7 May 2010** either by telefax at +43 (0)1 8900 500-54 or at 1110 Vienna, Geiselbergstraße 17-19/Stiege 3, for the attention of Ms. Dagmar Lukanec, Group Legal Counsel. In case of deposited bearer shares, the shareholder status which is necessary for exercising this right may be evidenced through the presentation of a safe custody receipt pursuant to Section 10a Stock Corporation Act, which may not be older than seven days when presented to the Company. The other requirements applicable to safe custody receipts are described in connection with the explanations on a person's eligibility to attend the assembly.

Upon request of a shareholder at the general assembly, such shareholder must be informed on the Company's affairs, provided that this is required for an appropriate evaluation of an item on the agenda. Information may be refused if, according to reasonable entrepreneurial judgment, it would be fit to inflict upon the Company or any of its affiliates, a substantial disadvantage or if the disclosure of that information would carry criminal sanctions.

Any questions that will take longer to answer should be directed to the Company in due time prior to the shareholders' meeting either by fax to +43 (0)1 8900 500-54 or to 1110 Wien, Geiselbergstraße 17-19/Stiege 3, for the attention of Ms. Dagmar Lukanec,

Group Legal Counsel, in order to ensure that the general assembly can take place smoothly.

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/2010/70325.de.php.

RECORD DATE AND ATTENDANCE OF THE GENERAL ASSEMBLY

By virtue of the changes of the Stock Corporation Act introduced by the Stock Corporation Amendment Act 2009, those terms and conditions of the Company's articles of association that govern notices to the general assembly, the deposit of the shares for and attendance of and voting rights at the general assembly are not applicable. The right to attend the general assembly and to exercise the voting right and the other shareholders rights to be asserted in the course of the general assembly depend on the shareholding held upon the expiry of **9 May 2010 (Record Date)**.

Only persons who are shareholders on the Record Date and provide evidence therefor shall be entitled to attend the general assembly.

Deposited bearer shares

In case of deposited bearer shares, the shareholding as of the Record Date may be evidenced by a safe custody receipt pursuant to Section 10a of the Stock Corporation Act, which is received by the Company on or before **14 May 2010** exclusively at one of the addresses stated below:

Via surface mail S & T System Integration & Technology Distribution AG
attn: Ms. Dagmar Lukanec
Group Legal Counsel
Geiselbergstraße 17-19/Stiege 3
1110 Vienna

Via fax +43 (1) 8900 500 - 54

Safe custody receipt pursuant to Section 10a Stock Corporation Act

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

- Information on the issuer: name/name of company and address or a code used for transactions between banks (SWIFT code),
- Information on the shareholder: name/name of company, address, date of birth for individuals, register and registry number for legal entities, if applicable,
- Information on the shares: number of the shares held by the shareholder or, in case of shares with a face value, the face value, in case of several share classes, the name of the class or the international securities identification number;
- Deposit number and/or another description,
- Point in time to which the safe custody receipt refers.

The safe custody receipt as evidence for the shareholding must refer to the Record Date stated above, i.e. **9 May 2010**.

The safe custody receipt will be accepted in German or in English.

The shareholders shall not be blocked due to their registration for the general assembly and/or the transmission of a safe custody receipt; therefore, shareholders may still freely dispose of their shares even after they are registered and/or transmitted a safe custody receipt.

REPRESENTATION BY PROXY

Every shareholder who is eligible to attend the general assembly may appoint a representative who will attend the general assembly on behalf of that shareholder and will have the same rights as that shareholder whom he represents.

The power of attorney must be issued in writing to a particular person (an individual or legal entity), although several persons may be appointed as proxies.

That power of attorney must be received by the Company at any of the following addresses:

Via surface mail S & T System Integration & Technology Distribution AG
attn: Ms. Dagmar Lukanec
Group Legal Counsel
Geiselbergstraße 17-19/Stiege 3
1110 Vienna

Via fax +43 (1) 8900 500 – 54

By hand delivery: upon registration for the general assembly at the
place of that assembly

A proxy form and a form for a revocation of that proxy will be sent upon request and are available at the Company's website at http://www.snt-world.com/investors/annual_general_meetings/2010/70325.de.php.

Unless that power of attorney is delivered personally on the day of the meeting upon registration, that power of attorney must be received by the Company on or before **18 May 2010, 4 p.m.**

The above provisions on the granting of a power of attorney shall apply by analogy also to any revocation thereof.

Power of attorney may not be granted to members of the managing board or the supervisory board.

Exclusion of SWIFT

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

Total number of shares and interim certificates

On the day the general assembly is convened, the Company's stated capital amounts to nominal EUR 7,170,034 and is divided into 3,585,017 share units. Each share grants one vote. On the day the general meeting is convened, the Company holds 20,286 treasury shares. The Company cannot derive any rights from those treasury shares. On the day the general assembly is convened, there are in total 3,564,731 shares eligible to attend and vote at the assembly.

To allow a smooth control of entry to the location, the shareholders are asked to arrive at the place of the general assembly in due time before its commencement. Shareholders are asked to present an official and valid photo ID.

Admission to collect the voting cards starts at 9 a.m.

Vienna, April 2010

The Managing Board