

## **Invitation**

to the

### **Extraordinary General Meeting**

of

#### **S&T System Integration & Technology Distribution AG**

On August 29<sup>th</sup> 2008 at 9.00 am  
At the corporation's head office, Geiselbergstraße 17-19,  
ground floor, Stiege 3, 1110 Vienna, Austria,

#### **Agenda:**

1. Resolution on the amendment of the Charter and By Laws, Section VI. 1) by increasing the maximum admissible number of Board of Directors members. Section VI.1) shall read as follows:

**"The Board of Directors shall consist of one up to six Members."**

2. Resolution on the amendment of the Charter and By Laws, Section VI. 4) by adjustment to the change in revised Section VI.1) as described above under Agenda Item 1, as well as the amendment of Section VI. 4) regarding the passing of resolutions by the Board of directors. Section VI. 4) shall read as follows:

"If the Board of Directors consists of two members all Board - resolutions shall be passed by simple-majority vote.

**"If the Board of Directors consists of more than two members, all resolutions of the Board shall be passed by simple-majority vote.**

If a Board Member is appointed Chairman of the Board, he/she shall be entitled in both the above case to cast the vetoing vote.

**The Supervisory Board may instruct that an effective Board-resolution shall not come into force if the Chairman of the**

**Board of Directors or in case of being prevented his/her Deputy objects to the resolution.”**

3. Elections to the Supervisory Board

Shareholders may only attend this Annual General Meeting if they have submitted their shares by

**August 21<sup>st</sup> 2008 latest**

to an Austrian public notary, at the corporation's headquarters, a domestic or foreign branch or a branch of a domestic bank or at the corporation during business hours, and leave them there until the end of the Annual General Meeting. The submitting agents must submit certificates regarding the completed submission of shares at the latest by August 22<sup>nd</sup> 2008 to the corporation (Fax + 43 (1) 367 80 88/1099).

Note regarding Section 83 Subsection 2 Z 1 BoerseG (Stock Market Act):

When the Annual General Meeting was convened, the capital stock of the corporation amounted to EUR 7,170,034 and was divided among 3,585,017 bearer shares. Every share bears one vote. When the Annual General Meeting was convened, the corporation owned 32.357 treasury shares, resulting in 3.552.660 voting rights, including the treasury shares. Each shareholder who has registered for the Annual General Meeting in accordance with the aforementioned rules is entitled, either personally or by way of a legitimate proxy (with a written authorisation), to attend the Annual General Meeting and exercise his/her statutory shareholder rights.

Vienna, July 2008  
The Management Board