

Invitation

to the 18th Ordinary General Meeting

of

S&T System Integration & Technology Distribution AG

on May 15, 2009 at 9 a.m.
at Hotel Hilton Am Stadtpark, Vienna

Agenda:

- 1) Presentation of the Company's approved Financial Statements as of December 31, 2008 and the approved Consolidated Financial Statements as of December 31, 2008 along with the Directors' Report, the Consolidated Directors' Report and the Report of the Supervisory Board for the fiscal year 2008
- 2) Resolution on the appropriation of distributable profit for the fiscal year 2008
- 3) Resolution on the discharge of the Management Board for the fiscal year 2008
- 4) Resolution on the discharge of the Supervisory Board for the fiscal year 2008
- 5) Resolution on the determination of the compensation of the members of the Supervisory Board
- 6) Appointment of the auditors of the Company's Financial Statements and Consolidated Financial Statements for the fiscal year 2009
- 7) Elections to the Supervisory Board
- 8) Resolutions on
 - a. revoking the resolution adopted at the extraordinary General Meeting on November 15, 2004 on authorizing the Management Board to raise the Company's share capital, once or several times within five years as of registration of the resolution of the general meeting in the companies register, by up to

3,568,654 Euros (three million five hundred and sixty-eight thousand six hundred and fifty-four Euros) to up to 10,705,964.00 Euros (ten million seven hundred and five thousand nine hundred and sixty-four Euros) by issuing up to 1,784,327 (one million seven hundred and eighty-four thousand three hundred and twenty-seven) bearer share units also, in part or in whole, against in-kind-contributions, to the exclusion, in part or in whole, of the previous shareholders' subscription rights, with that exclusion of subscription rights in the context of a capital increase against cash contributions being admissible only in order to facilitate the Company's employee stock option plan or if the shares' issuing price exceeds by no less than 20 % (twenty percent) the shares' average stock price over a period of 20 (twenty) trading days prior to the publication of the report of the Management Board pursuant to Section 171 (1) of the Austrian Stock Corporation Act (Section one hundred and seventy-one paragraph one of the Austrian Stock Corporation Act), and to determine in agreement with the Supervisory Board the issuing price as well as the terms of issue

as far as said authorization has not yet been exercised, while simultaneously adopting a resolution on

- b. authorizing the Management Board to raise the Company's share capital, once or several times within 5 (five) years as of registration of this resolution of the General Meeting in the companies register, by up to 3,585,016 Euros (three million five hundred and eighty-five thousand and sixteen Euros) to not more than 10,755,050.00 Euros (ten million seven hundred and fifty-five thousand and fifty Euros) by issuing up to 1,792,508 (one million seven hundred and ninety-two thousand five hundred and eight) bearer share units also, in part or in whole, against in-kind-contributions, to the exclusion, in part or in whole, of the previous shareholders' subscription rights,

and to determine in agreement with the Supervisory Board the issuing price as well as the terms of issue. The Supervisory Board is authorized to adopt amendments of the articles of association resulting from the issue of shares from authorized capital.

Resolution on the corresponding amendment of Section V.3 of the articles of association

- 9) Resolution on an amendment of the articles of association:

Section VII (1) of the articles of association is amended as follows:

"The General Meeting shall vote on elections to the Supervisory Board and on the revocation of appointments to the Supervisory Board by a three-quarter majority of the votes cast"

After the amendment to be adopted, Section VII (1) of the articles of association shall read as follows:

"The Supervisory Board consists of at least three but not more than ten members. The members of the Supervisory Board are elected by the General Meeting.

The General Meeting shall vote on elections to the Supervisory Board and on the revocation of appointments to the Supervisory Board by a three quarter majority of the votes cast.

Unless elected for a shorter term of office, the members of the Supervisory Board are appointed for the statutory term of office.

The fiscal year in which the election is held is not counted.

The members of the Supervisory Board may be re-elected."

- 10) Resolution on an amendment of the articles of association:

Section IX (9) of the articles of association is deleted in full.

11) Alternatively, if the resolution on item 10 on the Agenda is not adopted:

Resolution on an amendment of the articles of association:

Section IX (9) (2) of the articles of association is amended as follows:

"In cases where a majority of capital is required, the General Meeting shall adopt resolutions by simple majority of the share capital represented when the resolution is adopted."

After the amendment to be adopted, Section IX (9) of the articles of association shall read as follows:

"Unless otherwise provided by mandatory law or the articles of association, the General Meeting adopts resolutions by simple majority of the votes cast.

In cases where a majority of capital is required, the General Meeting will adopt resolutions by simple majority of the share capital represented when the resolution is adopted."

Only shareholders who have deposited their shares in the Company with an Austrian notary public, the headquarters or the domestic or foreign branch office of an Austrian bank, or with the Company during business hours

**no later than by
May 11, 2009**

and leave them there until the end of the Ordinary General Meeting shall be entitled to attend this Ordinary General Meeting. The custodians shall submit to the Company in advance by telefax + 43 (0) 50 100 9



16383 a confirmation of the deposit no later than by May 12, 2009.

Information pursuant to Section 83 (2) (1) of the Austrian Stock Exchange Act:

When this Ordinary General Meeting was convened, the Company's share capital amounted to EUR 7,170,034 and was divided into 3,585,017 bearer share units. Each share unit grants one vote. When this Ordinary General Meeting was convened, the Company held 20,286 treasury shares. Therefore, there are 3,564,731 voting rights, considering the Company's treasury shares. All shareholders who register for the Ordinary General Meeting in compliance with the above rules may exercise their legal shareholder rights in person or by a proxy legitimately authorized to represent them in reliance on a written power of attorney.

By declaratory decree of April 7, 2009 (served on the Company on April 7, 2009) the Takeover Commission ruled that AvW Gruppe AG and AvW Invest AG have acquired a controlling interest of 38.44 % of the permanent voting stock in S&T System Integration & Technology Distribution AG. Pursuant to Section 26b (2) and (3) of the Austrian Takeover Act, AvW Gruppe AG and AvW Invest AG are required to submit a mandatory bid within 20 trading days after receipt of that decree, e.g. on or before May 8, 2009, or reduce their interest to not more than 30 % of the permanent voting stock of S&T System Integration & Technology Distribution AG or otherwise revoke the acquisition of the controlling interest within 20 trading days after receipt of that decree, i.e. on or before May 8, 2009. Pursuant to Section 26b (3) of the Austrian Takeover Act, AvW Gruppe AG and AvW Invest AG may not exercise their voting rights from shares in S&T System Integration & Technology Distribution AG until the obligations prescribed by the Takeover Commission have been met within the term set by the Takeover Commission. In case AvW Gruppe AG and AvW Invest AG should fail to meet either of those two optional obligations within the term set by the Takeover Commission, the voting rights in the General at of AvW Gruppe AG and AvW Invest AG shall be suspended pursuant to Section 34 of the Austrian Takeover Act until the Takeover Commission issues a decree by which the suspension of the voting rights is revoked.

The Company's Financial Statements as of December 31, 2008 and the Directors' Report, the Consolidated Financial Statements as of December 31, 2008 and the Consolidated



Directors' Report, the Report of the Supervisory Board and the report of the Management Board pursuant to Section 65 (1b) in conjunction with Section 170 (2) and Section 153 (4) of the Austrian Stock Corporation Act with regard to Item 8 on the Agenda are available for inspection by the shareholders at the Company's premises at 1110 Vienna, Austria, Geiselbergstraße 17-19 at least during the last 14 days prior to the General Meeting, and will be published on S&T's website (www.snt-world.com).

Vienna, this April 2009

The Management Board