

Resolutions of the Management 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 Management 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 Management 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.

A resolution of the Management Board on this item of the agenda is not required pursuant to Section 108 Para. 1 Austrian Stock Corporation Act.