

Additional Information on the Stock Option Plan 2020 – 2022 (TOP 10)

In respect to warrants to be issued under the new Stock Option Program (“SOP”) for S&T Group, proposed by the Executive Board and Supervisory Board under Agenda Item 10 to the virtual Annual Shareholder Meeting on 16th of June 2020, S&T hereby provides following additional information:

1. Allocation to the Executive Board***

	2020	2021	2022	Total number of Warrants
Dipl. Ing. Hannes Niederhauser*	200,000	200,000	200,000	600,000
MMag. Richard Neuwirth	110,000	110,000	110,000	330,000
Michael Jeske	70,000	70,000	70,000	210,000
Dr. Peter Sturz	70,000	70,000	70,000	210,000
Dipl. Ing. Michael Riegert**	50,000	50,000	50,000	150,000

* H. Niederhauser receives 7 TEUR p.a. as compensation in view of social security laws, his income therefore depends on the SOP.

** M. Riegert has become Associated Board Member in March 2020.

*** C. Queiroz plans to retire in ~ 2 years and therefore has not been allocated with stock options by the Supervisory Board.

In total, 1.5 Mio. warrants will be granted as long-term incentive for 2020 until 2022 to the Executive Board.

2. Other S&T Management/Key employees

The remaining 500,000 Warrants will be publicly offered to selected S&T key employees for subscription against the issue price per Warrant, depending on the respective employee's span of responsibility and performance, including a minimum subscription amount and a maximum allocation depending on their respective contribution to S&T Group in total. Such offering will be made on basis of a prospectus to be approved by the Austrian Financial Market Authority and to be published in accordance with applicable laws.

3. Other Terms

Legal Qualification	Naked warrant according Sect. 174 Austrian Stock Corporation Act
Term	60 Month from the issue date of the Warrants
Exercise Period	Starting 36 Month after the issue date of the Warrants
Exercise Barrier	Increase in S&T AG share price by 80% compared to the relevant reference date (Share price in EUR/100*180 = Exercise Barrier)
Settlement Options	Settlement can be performed at the sole discretion by S&T AG either by delivery of new shares to be issued from a new authorized capital (see ASM agenda item 11), in treasury shares or in cash
Expected Dilution	In case of exercise of the aggregate amount of up to 2 Mio. Warrants and sole settlement in new shares, the expected dilution in the next 3 years is 3% based on currently 66 Mio. outstanding shares. Therefore, the management long-term incentive represents 1% dilution per year.
Balance Sheet Treatment	Share based compensation according to IFRS 2
Option Price Calculation	To be calculated by structuring bank on the day before issuance using a proprietary pricing model (based on Monte Carlo simulation)

Linz, May 2020