

THE SUPERVISORY BOARD AND SUPERVISORY BOARD COMMITTEES



1. COMPOSITION AND WORKING METHODS OF THE SUPERVISORY BOARD

As of June 16, 2020 the Supervisory Board is composed of the following five members, who oversee and advise the Executive Board:

- › Mag. Claudia Badstöber, born February 3, 1968, Chairwoman of the Supervisory Board
- › Mag. Bernhard Chwatal, born October 12, 1970, Deputy Chairman of the Supervisory Board
- › Hui-Feng Wu (Ed Wu), born January 2, 1949, Member of the Supervisory Board
- › Fu-Chuan Chu (Steve Chu), born June 18, 1962, Member of the Supervisory Board
- › Yu-Lung Lee (Max Lee), born September 1, 1970, Member of the Supervisory Board

Mr. Ed Wu, Mr. Steve Chu and Mr. Max Lee are members of the Supervisory Board with business relationships to the S&T AG shareholder Ennoconn Corporation, which holds with 26,61% of the shares of S&T AG more than 10% of the shares holding voting rights of S&T AG. The members of the Supervisory Board, Mag. Claudia Badstöber (Chairwoman of the Supervisory Board (with the right to cast the vote breaking a tie among the members, according to the Articles of Association of S&T AG) and Mag. Bernhard Chwatal (Deputy Chairman of the Supervisory Board) hold some 0.04% of S&T AG's shares (Mag. Badstöber) and 0 shares (Mag. Chwatal). They are thus independent members of the Supervisory Board. The Chairwoman of the Supervisory Board and no other member has ever been a member of the Executive Board of S&T AG. The exact composition of the Supervisory Board and its committees is shown in the following tables:

COMPOSITION OF THE SUPERVISORY BOARD UNTIL THE END OF THE ORDINARY ANNUAL GENERAL MEETING 2020

BOARD MEMBER	POSITION	INITIAL APPOINTMENT	END OF TERM	INDEPENDENCE
Dr. Erhard F. Grossnigg	Chairman of the Supervisory Board	25.10.2011	16.06.2020	Independent
Bernhard Chwatal	Deputy Chairman	17.05.2013	AGM 2023	Independent
Hui-Feng Wu (Ed Wu)	Member	27.06.2017	AGM 2022	Relation to shareholder Ennoconn Corp.
Fu-Chuan Chu (Steve Chu)	Member	27.06.2017	AGM 2022	Relation to shareholder Ennoconn Corp.
Yu-Lung Lee (Max Lee)	Member	21.05.2019	AGM 2024	Relation to shareholder Ennoconn Corp.

COMPOSITION OF THE SUPERVISORY BOARD SINCE THE END OF THE ORDINARY ANNUAL GENERAL MEETING 2020

BOARD MEMBER	POSITION	INITIAL APPOINTMENT	END OF TERM	INDEPENDENCE
Claudia Badstöber	Chairwoman of the Supervisory Board	16.06.2020	AGM 2025	Independent
Bernhard Chwatal	Deputy Chairman	17.05.2013	AGM 2023	Independent
Hui-Feng Wu (Ed Wu)	Member	27.06.2017	AGM 2022	Relation to shareholder Ennoconn Corp.
Fu-Chuan Chu (Steve Chu)	Member	27.06.2017	AGM 2022	Relation to shareholder Ennoconn Corp.
Yu-Lung Lee (Max Lee)	Member	21.05.2019	AGM 2024	Relation to shareholder Ennoconn Corp.

WORKING METHODS OF THE SUPERVISORY BOARD

At S&T AG, the term Corporate Governance stands for responsible, value-based corporate management and control oriented towards sustainable value creation. A key aspect of good corporate governance is efficient cooperation between the Executive Board and the Supervisory Board, which always act and decide in the best interests of the company. Their common goal is the sustainable increase in the value of the company. The dual management system prescribed by the Austrian Stock Corporation Act explicitly separates the management (Executive Board) and supervision (Supervisory Board) of a company, and the responsibilities of both bodies are clearly defined by law as well as by the articles of association and the rules of procedure of both bodies. The Executive Board and Supervisory Board are convinced that good corporate governance, which takes into account company- and industry-specific aspects, is an important basis for the success of a company. The work and cooperation of the Executive Board members is governed by rules of procedure approved by the Supervisory Board. The Executive Board of S&T AG always informs the Supervisory Board promptly and comprehensively at Supervisory Board meetings or in writing about the planning, business development and situation of the Group, including risk management and compliance. Extraordinary Supervisory Board meetings are convened in the event of significant events. The Executive Board involves the Supervisory Board in strategic planning and in all issues of fundamental importance to the company. For important business transactions, the by-laws of the Executive Board stipulate that the Supervisory Board's approval is required. Further information on the cooperation between the Executive Board and the Supervisory Board and on important topics of discussion in the 2019 financial year is provided in the Report of the Supervisory Board (see Annual Report 2019). The Supervisory Board of S&T AG holds at least four meetings per calendar year and has established rules of procedure for its activities in addition to the requirements of the Articles of Association. Accordingly, the Chairwoman of the Supervisory Board coordinates the work of the Supervisory Board, chairs the meetings, as a collegial body, and represents the interests of the body both internally, for example in matters relating to the Executive Board and externally. Supervisory Board resolutions are generally passed in meetings, although resolutions may also be passed outside of a meeting in writing or in qualified telephone or video conferences. The Supervisory Board constitutes a quorum if at least three of its members participate in the vote. Resolutions in the Supervisory Board are generally passed by a simple majority of the votes cast, unless the law requires a different majority. The Supervisory Board meetings are recorded in minutes and the minutes are made available to all members of the Supervisory Board. Resolutions adopted outside of meetings are passed in writing by circular letter.

2. COMPOSITION AND WORKING METHODS OF THE SUPERVISORY BOARD COMMITTEES

The Supervisory Board has three committees: the Audit Committee, the Nomination Committee and the Remuneration Committee.

2.1 THE AUDIT COMMITTEE

The Audit Committee is composed of a majority of independent members of the Supervisory Board: The two independent members of the Supervisory Board, Mr. Bernhard Chwatal, as Chairman and Ms. Claudia Badstöber, as Deputy Chairwoman, and the third, non-independent member, Mr. Max Lee. The Audit Committee is charged with the examination and preparing for auditing of the annual accounts; and the examination of the consolidated annual accounts, of the proposal for the appropriation of profits, of the management review, of the Group management review, and of the Corporate Governance Report. The Audit Committee also prepares the proposal to the Annual General Meeting for the election of the independent auditor.

AUDIT COMMITTEE MEMBER	POSITION	INDEPENDENCE
Bernhard Chwatal	Chairwoman	Independent
Claudia Badstöber	Deputy Chairwoman	Independent
Yu-Lung Lee (Max Lee)	Member	Relation to shareholder Ennoconn Corp.

2.2 THE NOMINATION COMMITTEE

The Nomination Committee was established on May 21, 2019 and, like the Remuneration Committee, is composed of the two independent members of the Supervisory Board, Ms. Claudia Badstöber as Chairwoman of the Nomination Committee and Mr. Bernhard Chwatal as his deputy, and a third, non-independent member, Mr. Max Lee. The Nomination Committee is responsible for the further development of the management organization. If necessary, it accompanies the search for suitable candidates for the appointment of new members of the Executive Board and Supervisory Board, submits appropriate proposals to the Supervisory Board and prepares contracts with members of the Executive Board.

NOMINATION COMMITTEE MEMBER	POSITION	INDEPENDENCE
Claudia Badstöber	Chairwoman of the Supervisory Board	Independent
Bernhard Chwatal	Deputy Chairman	Independent
Yu-Lung Lee (Max Lee)	Member	Relation to shareholder Ennoconn Corp.

2.3 THE REMUNERATION COMMITTEE

The Remuneration Committee was established on May 21, 2019 and is composed of a majority of independent members of the Supervisory Board: The two independent members of the Supervisory Board, Ms. Claudia Badstöber, as Chairwoman and Mr. Bernhard Chwatal, as Deputy Chairman, and the third, non-independent member, Mr. Max Lee. The Remuneration Committee is responsible for the ongoing review of the remuneration of the Executive Board and has the right to propose the remuneration of the Supervisory Board to the Supervisory Board or the Annual General Meeting.

RENUMERATION COMMITTEE MEMBER	POSITION	INDEPENDENCE
Claudia Badstöber	Chairwoman of the Supervisory Board	Independent
Bernhard Chwatal	Deputy Chairman	Independent
Yu-Lung Lee (Max Lee)	Member	Relation to shareholder Ennoconn Corp.