

Power of attorney and instructions for the

21st Annual General Meeting of S&T AG, at 12:00 p.m. on 16 June 2020
at TECHCENTER Linz, Hafenstraße 47-51, 4020 Linz, Austria



IMPORTANT NOTE: This power of attorney does not represent an entitlement to personal participation in the Annual General Meeting. Please contact the financial institute keeping your securities account and ensure that you are validly registered by means of an account confirmation (record day: 6 June 2020) for participation in the Annual General Meeting.

Registration deadline: 10 June 2020, 24:00, CEST, Vienna time.

By signing this power of attorney, I/we confirm that I/we have read the information published by the Company on its website or, if applicable, contained in the convening notice and that I/we agree to the outlined procedures for the virtual Annual General Meeting. This includes in particular the processing of personal data in accordance with Section 10a (2) AktG, i.e. name, address, date of birth, number of the securities account, number of shares, class of shares, if applicable, number of the voting card and, furthermore, the e-mail address, in order to enable the exercise of shareholders' rights within the framework of the Annual General Meeting.

Principal (shareholder)

 First name, family name / company name

 Address, post code, place of residence

 Date of birth / Register no.

 Securities account number

 Financial institute

 E-mail address (The signature confirms that only the proxy authorizer has access to this e-mail address)

 Password

Issue of proxy

I/We authorize the following independent voting right representative to

- exercise the right to participate and vote in accordance with the following instructions
- if applicable, to exercise the right to make applications and object

with the right to grant sub-proxies and subject to an exemption from the ban of double representation and self-contracting

Dr. Martin Wiedenbauer

Attorney-at-law,

c/o WMWP Rechtsanwälte GmbH, Am Heumarkt 10, 1030 Vienna,

wiedenbauer.snt@hauptversammlung.at

for the following securities

_____ **Ordinary shares (ISIN AT0000A0E9W5)**

Shares (In case of non-disclosure, the number of shares announced in the deposit confirmation will be authorized)

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Voting instructions for the proposed resolutions of the agenda items (short version)

If no applicant is named, the following proposed resolutions are those of the Management Board and/or the Supervisory Board in accordance with Section 108 para. 1 AktG. If separate votes are taken on the proposed resolution on individual items, any instruction issued in respect of this proposal shall apply accordingly to each individual voting procedure. In the case of proposed resolutions for which no or unclear instructions have been issued (e.g. simultaneously FOR or AGAINST the same proposal for a resolution), the voting right representative will abstain from voting. Without instructions, the proxy is invalid.

(Please tick <input checked="" type="checkbox"/> within the box; do not use a red pencil)		FOR	AGAINST	ABSTAIN
2.	Appropriation of the earnings reported in the annual financial statements as of 31 December 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Discharge of the members of the Management Board for the 2019 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Discharge of the members of the Supervisory Board for the 2019 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Election of the auditor and group auditor of the financial statements for the 2020 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Resolution on the remuneration policy regarding the principles for the remuneration of the members of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Resolution on the remuneration policy regarding the principles for the remuneration of the members of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Election of a member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Resolution on the partial revocation of the Authorized Capital 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Resolution on the issue of 2,000,000 warrants as instruments covered by § 174 AktG to the Management Board and executive employees of the S&T Group	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Resolution on an authorized capital of up to EUR 2,000,000 for fulfilling of exchange or subscription rights from any conversion or subscription rights from any warrants issued under authorization Item 10 of the agenda, in accordance with § 169 AktG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	Resolution on the amendments to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposed resolutions not included/amended:				
	On the part of the administration (Management and/or Supervisory Board)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	On the part of shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Any other instructions::

_____ Date _____ Signature / Authorised company signature _____ If applicable, signatures of all joint owners

In your interest, please complete and return by 12 June 2020, 16:00 CEST (time of arrival)

- by Mail to S&T AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel
- by Fax to +43 (0)1 8900 500 54
- by E-mail to fragen.snt@hauptversammlung.at (as scanned attachment: TIF, PDF, etc.)

Additional information is available on the website: <https://ir.snt.at/Hauptversammlung.de.html>