

**S&T AG**  
**Linz, FN 190272 m**  
**ISIN AT0000A0E9W5, Securities ID number A0X9EJ**

**Convocation of the Twentieth Annual General Meeting**

We hereby invite our shareholders to the Annual General Meeting of S&T AG, which will be held on Tuesday, **May 21, 2019**, at 10 am. Venue will be the Festival Chamber (Festsaal) of Hagenberg palace, whose address is Hauptstraße 90, Hagenberg im Mühlkreis, A-4232 Austria.

**I. Agenda**

1. Presentation of the financial accounts for the financial year, with this including the management review and the Corporate Governance Report, the proposal for the distribution of profits, and the report rendered by the Supervisory Board on financial year 2018
2. Adoption of the resolution for the application of net income
3. Adoption of the resolution releasing the members of the Executive Board from liability for financial year 2018
4. Adoption of the resolution releasing the members of the Supervisory Board from liability for financial year 2018
5. Selection of the official auditors for the financial statements and for the consolidated financial statements for financial year 2019.
6. Election of a member of the Supervisory Board, and of a replacement for such.
7. Resolution on authorization of the Executive Board to increase the company's share capital, in accordance with § 169 of Austria's Stock Act (AktG) (authorized capital) by up to EUR 6,600,000.00 for cash and/or consideration, with partial exclusion of right of subscription, and with partial authorization of the Executive Board to exclude right of subscription (Authorized Capital 2019), and to conduct a corresponding change in the articles of association.
8. Resolution on the authorization of the Executive Board, in accordance with § 159 paragraph 3 AktG, to grant stock options for employees, senior managers and members of the Executive Board of the company or of one that is affiliated with it; and on the conditional increasing of the share capital, provided that the Supervisory Board so consent, and with this to be accomplished within the five years starting upon the entering of the alteration of the articles of association into the Corporate Registry, by up to EUR 1,500,000.00; and upon the authorization of the Supervisory Board to alter the articles of association, as stipulated by § 145 AktG, for the purpose of adjusting the conditional capital listed in the articles to the amount actually extant (Authorized Conditional Capital 2019); and on the undertaking of the corresponding change in the articles of association. To be noted is that the increase in capital is tied to an objective, and is to be undertaken only to the extent comprised of the exercising of the options held by those parties eligible to participate in the Stock Options Program 2018 (SOP 2018) Tranche 2018 and Tranche 2019 of the company and in the potential future program, with that foreseeing an initial exercising – at the earliest – three years subsequent to the granting of the option, and, as well, upon there being a threshold of exercising consisting of the quote for the company's stock on the Frankfurt Stock Exchange's being 25% above the price of exercising.

## II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; MAKING AVAILABLE OF INFORMATION ON THE WEBSITE

The following documents are especially to be made accessible by no later than **April 30, 2019** on the Website of the company that has been entered in the Corporate Registry - [www.snt.at](http://www.snt.at) – and on <https://ir.snt.at/>:

- Financial accounts for the financial year and management report,
- Corporate Governance Report,
- Consolidated financial accounts and Group management report,
- Proposal for the appropriation of profits,
- Separate report on non-financial matters (Sustainability Report),
- Report of the Supervisory Board, respectively for financial year 2018;
- Proposals for resolutions pertaining to agenda points 2 to 8,
- Declarations rendered by the candidates for election to the Supervisory Board, and for election as a replacement to same body, with these pertaining to TOPIC 6, with this being in accordance with § 87 paragraph 2 AktG, with the declarations to include curricula vitae,
- Report rendered by the Executive Board on TOPIC 7 in accordance with § 170 paragraph 2 AktG, in conjunction with § 153 paragraph 4 S 2 AktG,
- Report rendered by the Executive Board on TOPIC 8 in accordance with § 159 paragraph 3 AktG, in conjunction with § 153 paragraph 4 AktG,
- Form for the granting of a power of representation,
- Form for the revocation of a power of representation,
- The complete text of this convocation.

## III. DATE OF FURNISHING OF PROOF AND PRECONDITIONS FOR THE PARTICIPATION IN THE ANNUAL GENERAL MEETING

The eligibility to participate in the Annual General Meeting and to exercise voting and other rights accruing to shareholders that are to be made use of during the Annual General Meeting is determined by the holdings of shares extant as of the end of **May 11, 2019** (date of furnishing of proof).

The only parties permitted to participate in the Annual General Meeting are those that are shareholders as of this legal date, and those that furnish proof of such to the company.

Proof of a shareholding extant as of the date of proof is to be a confirmation of an account of securities deposit that accords to § 10a AktG. This proof is to be furnished to the company by no later than **May 16, 2019** (midnight, Central European Daylight Savings Time in Vienna) solely via the following channels of communication, or to the following addresses:

- (i) for the transmission of confirmations of deposits rendered in text form that satisfy the stipulations of the articles of association, in accordance with § 15 paragraph 3:

By fax: +43 (0)1 8900 500 54

By E-mail [anmeldung.snt@hauptversammlung.at](mailto:anmeldung.snt@hauptversammlung.at)  
(confirmation of deposits are to please have the PDF format)

- (ii) for the transmission of confirmations of deposits rendered in written form

By mail or messenger

S&T AG

c/o HV-Veranstaltungsservice GmbH

Köppel 60  
A-8242 St. Lorenzen am Wechsel  
Austria

By SWIFT: GIBAATWGGMS  
(Message Type MT598,  
absolutely necessary is the inclusion of ISIN AT0000A0E9W5 or A0X9EJ in the text)

The shareholders are requested to contact the banks maintaining their accounts of security deposit, for the purpose of occasioning the issuance and transmission of a confirmation of stock deposit.

The date of furnishing of proof does not affect the ability to sell stock. It also has nothing to do with eligibility to receive dividends.

#### **Confirmation of deposit in accordance with § 10a AktG**

The confirmation of deposit is to be rendered by the bank maintaining the dedicated account of shares deposit. This bank is to be headquartered in a country that is a member of the European Economic Zone or is a fully entitled member of the OECD. This confirmation is contain the following disclosures:

- Disclosures on the issuing party: name/company name and its address, or the code (BIC) customarily used by the party in transactions between banks,
- Disclosures on the shareholder: name/company name, address, date of birth in cases of natural persons; in cases of legal persons, corporate registry and dedicated number at same,
- Disclosures on the shares: number of shares held by the shareholder, ISIN AT0000A0E9W5 or WKN A0X9EJ,
- Number of the account of shares deposits or other designation of such,
- Point in time referred to in the confirmation of deposit.

The confirmation of deposit serving as the proof of shareholding and thus of eligibility to participate in the Annual General Meeting has to refer to the above-mentioned end (midnight Central European Daylight Savings Time in Vienna) of the date of furnishing of proof of **May 11, 2018**. Acceptance of the confirmation of deposit will be rendered in either German or English.

Shareholders and their representatives are requested to hold ready a valid official ID – one featuring a photograph of the person being identified – when registering.

Persons appointed to represent shareholders who plan on attending the Annual General Meeting are required to bring both an official ID featuring a photograph of the person and, as well, the declaration of the granting of the power of representation. In cases in which the original of this declaration has already been sent to the company, you will expedite your registration by bringing along a copy of this declaration.

S&T AG reserves the right to verify the identities of those persons attending the AGM. In cases in which this is not possible, entry may be refused.

#### **IV. OPTIONS OF APPOINTING A REPRESENTATIVE AND THE PROCESS TO BE ADHERED TO WHEN DOING SUCH**

Each shareholder who is entitled to participate in the Annual General Meeting and who has furnished proof of such to the company, and who thus satisfies the stipulations on such laid down in Point III, has the right to appoint a representative to participate on behalf of the shareholder in the Annual General Meeting. This representative possesses the same rights as those held by the shareholder that she or he is representing.

The power of representation has to be granted to a specific person (either natural or legal in nature) and has to take the form of a text (§ 13 paragraph 2 AktG). Possible is the appointing of two or more persons to be representatives.

The granting of a power of representation is possible either prior to or during the Annual General Meeting.

We provide the following channels of communication and addresses for the transmitting of powers of representation:

By mail or messenger

S&T AG

c/o HV-Veranstaltungsservice GmbH

Köppel 60

A-8242 St. Lorenzen am Wechsel, Austria

By fax: +43 (0)1 8900 500 54

By E-mail: [anmeldung.snt@hauptversammlung.at](mailto:anmeldung.snt@hauptversammlung.at)

(confirmation of deposits are to have please the PDF format)

The powers of representation have to be received by the designated parties at the above addresses by no later than **May 20, 2019**, 4 pm, Central European Daylight Savings Time in Vienna, in cases in which they are not handed over at the points of entry or exit at the venue of the Annual General Meeting and upon the day of its staging.

A form granting power of representation and a form for the revocation of such are available for retrieval on the Website of the company - [www.snt.at](http://www.snt.at) – and at <https://ir.snt.at/>. In interests of expediting the processing of your applications, we request your using the forms created for this purpose.

The power of representation form provides the details of the granting of such, with these especially including its having to be in the form of a text, and, as well, its requisite contents.

In cases in which the shareholder has granted the power of representation to the bank (§ 10a AktG) that maintains her or his account of securities deposit, sufficient is its rendering a declaration stating that it has been granted such a power, along with the sending of the confirmation of the account of deposit.

After having granted such a power of representation, shareholders are entitled to exercise in person their rights at the Annual General Meeting. Their appearing at the AGM constitutes a revocation of the power of representation previously granted.

The rules above applying to the granting of the power of representation also apply the revocation of such.

## **V. Notifications of the rights held by shareholders in accordance with §§109, 110, 118 and 119 of AKTG**

### **1. Applying for supplemental agenda topics by shareholders (§ 109 AktG)**

Shareholders whose holdings collectively amount to 5% of the share capital and which were in their possession for at least three months prior to the lodging of this application are entitled to demand in writing the **adding and announcing of topics to the agenda** of this Annual General Meeting, provided that this demand is issued in writing and is delivered by mail or messenger to exclusively the company and its representative Ms. Sandra Grünwald on its premises at Industriezeile 35, A-4021 Linz, Austria, at the latest by **April 30, 2019** (midnight Central European Daylight Savings Time in Vienna). Each topic applied for inclusion to the agenda has to contain a proposed resolution and its justification. Via the furnishing of a confirmation of deposit meeting the stipulations of § 10a AktG, the shareholder is required to proffer proof that the shareholder placing the application has been for at the least during the last three months prior to that placement the owner of the shares. This proof is to be no older than seven days as of the time of

presentation to the company of it. The other requirements placed on the confirmation of deposit are covered by the elucidations on eligibility for participation contained in Point III.

## **2. Proposing by shareholders of resolutions (§ 110 AktG)**

Shareholders whose holding amount to a collective 1% of the share capital are entitled to deliver **proposals as to resolutions** and justifications for such. These are to address any topic on the agenda, and are to be texts in nature. Such shareholders are also entitled to demand that these proposals be made accessible to the general public via their being placed on the Website of the company that has been entered in the Corporate Registry. These proposals are to bear the names of the shareholders involved, are to include the subsequent justifications, and, as well, should such exist, statements on such rendered by the Executive Board or by the Supervisory Board. This is provided that this request – in text form – has been received by the company by no later than **May 10, 2019** (at midnight, Central European Daylight Savings Time in Vienna) by either fax at +43(0)1 367 8088 1099, or by delivery to the following address Industriezeile 35, A-4021 Linz, Austria to the personal attention of Ms. Sandra Grünwald, or by E-mail to [Sandra.Gruenwald@snt.at](mailto:Sandra.Gruenwald@snt.at). In the latter case, the request is to be in the form of a text – by way of an example – in PDF format – appended to the E-mail.

**A proposal to elect a member (or a replacement for such) of the Supervisory Board** causes the replacement of the substantiation with the declaration rendered by the person proposed. This is in accordance with § 87 paragraph 2 AktG. The Supervisory Board is comprised of five members, each elected by the Annual General Meeting. This means that S&T AG **is not subject to the stipulations** establishing the requirement for a minimum proportion, in accordance with **§86 paragraph 7 AktG**.

The fact of shareholding is to be proved. This is to be accomplished by the presentation of a confirmation of a deposit of shares that accords to § 10a AktG. This proof is not to be older than seven days as of the time of presentation to the company. The other requirements placed on the confirmation of deposit are covered by the elucidations on eligibility for participation contained in Point III.

## **3. Shareholders' right to information, as stipulated by § 118 AktG**

Upon such a demand's being placed, each shareholder is entitled to be provided with information on the company's business, provided that this provision is required to compile an appropriate assessment of a topic on the agenda. This right to receive information extends to the legal relationships existing between the company and an affiliated one, and to the business situations being experienced by the Group and by the companies consolidated in the consolidated financial accounts.

The provision of information can be denied in cases in which this will give rise to the company's or affiliated one's experiencing a substantial disadvantage as a result of doing such, as determined by the exercising of reasonable entrepreneurial judgment, or in cases in which this supplying would be punishable.

Demands for information are to be placed as a basic rule in person. These can also be rendered in writing.

Questions whose answering requires a long period of preparation should be – so as to maintain the efficiency of the conducting of the session – sent to the Executive Board prior to the Annual General Meeting. This submission is thus to be timely in nature and to be in text form. The questions are to be sent by fax to +43/1/367 8088 1099; or by E-mail to [ir@snt.at](mailto:ir@snt.at).

## **4. Proposals delivered at the Annual General Meeting and according to § 119 AktG**

Each shareholder is entitled – with this not being dependent on the size of the holdings of shares – to submit proposals at the Annual General Meeting that pertain to each topic on the agenda. In cases in which two or more such proposals have been submitted on an

item on the agenda, the Chairman is to determine the sequence in which these are to be considered, in accordance with § 119 paragraph 3 AktG.

However, compulsory for a **proposal submitted by a shareholder and involving the election of a member (and/or a replacement of such) to the Supervisory Board** is the adherence to the following precondition: the timely transmission of a proposed resolution, in accordance with § 110 AktG, which determines that only those shareholders whose holdings collectively amount to at least 1% of the share capital are entitled to nominate persons “for election as a member of the Supervisory Board (or as a replacement for such)” (Point 6 of the agenda). Such proposings of persons for election have to be received by at the latest May 10, 2019 by the company, and in the way detailed above (Point V paragraph 2). Each proposing is to include the declaration foreseen in § 87 paragraph 2 AktG. This declaration is to detail the person’s qualifications, occupational or similar functions, and all circumstances that might give rise to concerns about her or his being biased due to a conflict of interest.

A failure to adhere to these stipulations causes the shareholder’s proposal for the election of a person to the Supervisory Board and/or as a replacement for a member to not be considered during the voting on such.

## **5. Information on the Website**

In-depth information on the rights of shareholders accorded by §§ 109, 110, 118 and 119 AktG is accessible on S&T’s Website [www.snt.at](http://www.snt.at) and on <https://ir.snt.at/>.

## **6. Information on the protection of shareholder data**

S&T AG processes shareholders’ **personal data** (with this especially comprising, in accordance with § 10a paragraph 2 AktG: name; address; date of birth; number of the account of securities deposit; number of shares held by the shareholder; category of shares, if applicable; the number of the voting card; and, if applicable, name and date of birth of the representative appointed). This processing is based upon and adheres to the valid data protection stipulations, with these especially comprising the **EU’s General Data Protection Regulation (GDPR)** and Austria’s **Data Protection Act**. This processing is undertaken to enable shareholders’ exercising of the rights accruing to them during the Annual General Meeting.

In accordance with Austria’s Stock Act, the processing of shareholders’ personal data is compulsory for those wishing to participate in the Annual General Meeting, or those planning on dispatching a representative for that purpose. The legal foundation for this processing is constituted by **Article 6 (1) c) GDPR**.

**Responsible party** for the processing of the data is S&T AG. In order to stage the Annual General Meeting, S&T AG avails itself of external **service providers**, with these including notaries, attorneys, banks and IT service providers. These parties are supplied by S&T AG with only the personal data that is required to perform the commissions entrusted to them. These provisions of services are performed exclusively according to the instructions issued by S&T AG. In cases in which such is legally required, S&T AG has concluded with these service providers agreements covering the legalities of data protection.

A shareholder’s taking part in the Annual General Meeting entitles all shareholders present or their representatives, and members of the Executive and Supervisory Board, the notary and all other persons holding a legally-stipulated right to participate to review the legally-stipulated **listing of participants** (§ 117 AktG). This in turn provides them with access to the personal data on the shareholders contained in it (with this including names, places of residence, relationships of participation). S&T AG is also legally obliged to submit personal data on shareholders (with this including the listing of participants). This is to be part of the notarized minutes, which are to be incorporated into the **Corporate Registry** (§ 120 AktG).

The shareholders’ data is anonymized or deleted upon the reason for its having been collected or processed’s no longer requiring such, provided that other legal obligations do not oblige its retention. **Obligations to notify and maintain** data ensue especially from corporate, stock and takeover laws, from tax and charges codes, and from money laundering stipulations. In cases in which legal claims are raised by shareholders against S&T AG, or conversely, by S&T AG

against shareholders, the securing of personal data serves to **clarify and enforce claims** in individual cases. In conjunction with cases being processed in courts of civil law, this saving of data can be undertaken during the term imposed by the statute of limitations plus the length of the court case, with this coming to an end upon its reaching a legally-binding conclusion.

Each shareholder possesses at all times a **right to get information on, make corrections of, demand restrictions to, to file an objection to, and to demand a deletion** of personal data.

The shareholders also hold the right to the **transferring of data** stipulated in Chapter III of the General Data Protection Regulation. Shareholders are entitled on a free-of-charge basis to exercise these rights vis-à-vis S&T AG. This is undertaken by dispatching an E-mail to [dsb@snt.at](mailto:dsb@snt.at), or by **contacting the following party** in the following way:

S&T AG

c/o Thomas Maly

Fax: +43(0)1 367 8088 1099

The shareholders also have the **right to lodge a complaint** with the **Data Protection Supervisory Authority**, as stipulated in Article 77 of the General Data Protection Regulation.

Further information on data protection is contained in the data protection declaration placed on S&T AG's Website - [www.snt.at](http://www.snt.at) – and at <https://ir.snt.at/>.

## **VI. FURTHER DISCLOSURES AND NOTIFICATIONS**

### **Total number of shares and voting rights**

As of the time of convocation of the Annual General Meeting, the share capital of the company came to EUR 66,089,103. It is divided into 66,089,103 non-par value bearer shares. Each share comes with a voting right. This means that the total number of voting rights amounted to as of the time of convocation of the Annual General Meeting 66,089,103 voting rights. The company held as of the time of the convocation of the Annual General Meeting neither directly nor indirectly proprietary shares.

Linz, April 2019

The Executive Board