

## **EANS-Adhoc: S&T AG / takeover offer made by grosso holding GmbH - fulfillment of the decree rendered by Austria's Takeover Commission on May 8, 2013**

ad-hoc disclosure pursuant to section 15 of the WpHG transmitted by euro adhoc with the aim of a Europe-wide distribution. The issuer is solely responsible for the content of this announcement.

other

As the target of such, the Managing Board of S&T AG was notified as of 17.7.2013 by grosso holding GmbH of the conditions of the takeover offer made by grosso holding GmbH. This offer represents grosso holding GmbH's - the offerer - fulfillment of the decree rendered by Austria's Takeover Commission on May 8, 2013.

The key points of the offer disclosed to S&T AG are as follows:

- Object of the offer: purchase and acquisition of all of the non-par bearer shares held in S&T AG (listed as ISIN AT0000A0E9W5 / WKN A0X9EJ) and with a proportionate stake in the company's basic capital of EUR 1.00) by S&T AG's shareholders (previously Quanmax AG's shareholders) immediately prior to the merger with S&T System Integration & Technology Distribution AG (meaning as of midnight CET of December 12, 2012). Comprised in this offer are all ancillary rights associated with these shares as of the time of the processing of this offer.
- This offer is addressed to all shareholders of S&T AG who were shareholders of S&T AG (previously Quanmax AG) prior to the entry on December 12, 2012 of the merger of S&T System Integration & Technology Distribution AG into S&T into the corporate registry of the State Court of Linz.
- Consideration (offer price): payment in cash of EUR 2.19 per non-par bearer share of S&T AG.
- Term of acceptance:
  - o Beginning: July 18, 2013
  - o End: August 15, 2013, midnight, CET, with the right being reserved to extend the term of acceptance, in accordance with Number 3.7.2 of these offer sheets.

The previous shareholders of S&T System Integration & Technology Distribution AG join shareholders whose holdings in S&T AG started after December 12, 2012 in being excluded from the takeover offer. Further details on the acceptance, on costs/expenses and the like are contained in the offer sheets comprising the obligatory offer made by grosso holding Gesellschaft mbH, Walfischgasse 5, A-1015 Vienna, Austria, to the shareholders of S&T AG, Industriezeile 35, A-4021 Linz, Austria, ISIN AT0000A0E9W5 / WKN A0X9EJ. The offer sheets can also be procured online at <http://www.snt.at>.

The Managing and Supervisory Boards of S&T AG will evaluate the offer sheets, and will, at an appropriate point in time, publish a statement. This will be addressed to the shareholders of S&T AG, and will accord to §§ 39, 27 Paragraph 1 of Austria's WpÜG (Securities and Takeovers Act).

Further inquiry note:

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