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*Shareholders' meeting according to article 121 section 4a AktG*

## **S&T AG: S&T AG: Convocation of the 23rd Annual General Meeting of S&T AG**

Linz (pta003/06.04.2022/06:00) - CONVENIENCE TRANSLATION OF THE GERMAN LANGUAGE VERSION OF THE DOCUMENT. ONLY THE GERMAN VERSION OF THE CONVOCATION OF THE 23rd ANNUAL GENERAL MEETING OF S&T AG IS LEGALLY BINDING.

S&T AG

Linz, FN 190272 m

ISIN AT0000A0E9W5, securities identification number A0X9EJ

### **Convocation of the 23rd Annual General Meeting of S&T AG (the "Company")**

on **Friday, 6 May 2022, at 12:00 Vienna time,**

Place of the Annual General Meeting within the meaning of section 106 no. 1 Austrian Stock Corporation Act ("**AktG**") are the premises of the Euro Plaza conference venue, 1120 Vienna, Am Euro Platz 2, Euro Plaza Bauteil G.

### **I. VIRTUAL GENERAL MEETING WITHOUT PHYSICAL PRESENCE OF SHAREHOLDERS**

#### **1. Austrian Company COVID-19-Act ("COVID-19-GesG") and Austrian Company COVID-19-Regulation ("COVID-19-GesV")**

For the protection of shareholders and other participants, the Executive Board has decided to make use of the legal regulations for holding a virtual Annual General Meeting in view of the current pandemic situation.

The Annual General Meeting of S&T AG on **6 May 2022** will be held as a "virtual general meeting" on the basis of section 1 para. 2 COVID-19-GesG, BGBl. I No. 16/2020 as amended by BGBl. I Nr. 246/2021 and COVID-19-GesV (BGBl. II 140/2020 as amended by BGBl. II Nr. 609/2021), taking into account the interests of the Company and the participants.

According to the decision of the Executive Board, this means that for reasons of health protection, shareholders and their representatives (with the exception of the special proxies pursuant to section 3 para. 4 COVID-19-GesV) cannot be physically present at the Annual General Meeting of **S&T AG** on **6 May 2022**.

The Annual General Meeting takes place at the premises of the Euro Plaza conference venue, 1120 Vienna, Am Euro Platz 2, Euro Plaza Bauteil G, in the physical presence of the Chairwoman of the Supervisory Board, the Chairman of the Executive Board and other members of the Executive Board, a representative of the auditor and the Company's legal counsel, the certifying notary public and the four special proxies appointed by the Company.

The holding of the Annual General Meeting as a virtual General Meeting in accordance with COVID-19-GesV leads to modifications in the otherwise usual course of the Annual General Meeting as well as in the exercise of shareholders' rights.

The exercise of voting rights, the right to make motions and the right to raise objections are exclusively carried out by granting power of attorney and instructions to one of the four special proxies proposed by the Company in accordance with section 3 para. 4 COVID-19-GesV.

The right to information can be exercised in the virtual Annual General Meeting by the shareholders themselves by means of electronic communication, by sending questions in text form exclusively by e-mail directly to the Company's e-mail address **fragen.snt@hauptversammlung.at**, provided that the shareholders have submitted a deposit confirmation within the meaning of section 10a AktG in due time in accordance with item IV. and have authorised a special voting proxy in accordance with item V.

## 2. Broadcast of the General Meeting via the internet

In accordance with section 3 para. 4 COVID-19-GesV in conjunction with section 102 para. 4 AktG, the Annual General Meeting is broadcasted completely in real time in sound and video via the internet.

This is permitted under data protection law in view of the legal basis in section 3 para. 4 COVID-19-GesV.

All shareholders of the Company can follow the Annual General Meeting on **6 May 2022** from around 12:00 noon, Vienna time, using appropriate technical aids (e.g. computer, laptop, tablet or smartphone as well as internet connection with sufficient bandwidth for streaming videos) via the internet at **www.snt.at** (<http://www.snt.at>) respectively **https://ir.snt.at/** (<https://ir.snt.at/>). No registration or login is required to follow the Annual General Meeting.

By broadcasting the Annual General Meeting via the internet, all shareholders can follow the course of the Annual General Meeting in real time via the broadcast in sound and vision and follow the presentation by the Executive Board and the answers to shareholders' questions.

Please note that the live broadcast as a virtual Annual General Meeting does not allow remote participation (section 102 para. 3 no. 2 AktG) and remote voting (section 102 para. 3 no. 3 AktG and section 126 AktG) and that the transmission on the internet is not a two-way connection. The individual shareholder can therefore only follow the course of the Annual General Meeting. Shareholders cannot make any statements via this connection.

It is recalled that the Company is only responsible for the use of technical means of communication to the extent that these are attributable to its sphere of responsibility (section 2 para 6 COVID-19-GesV).

In addition, reference is made to the information on the organizational and technical requirements for participation pursuant to section 3 para 3 in connection with section 2 para 4 COVID-19-GesV ("**Participation Information**").

## II. AGENDA

- \* Presentation of the financial statements including the management report and corporate governance report, the consolidated financial statements including the group management report, the proposal for the appropriation of earnings, the report for the financial year 2021 submitted by the Supervisory Board
- \* Resolution on the appropriation of the net profit for the financial year 2021
- \* Resolution on the discharge of the members of the Executive Board for the financial year 2021
- \* Resolution on the discharge of the members of the Supervisory Board for the financial year 2021
- \* Election of the auditor of the financial statements and consolidated financial statements for the financial year 2022
- \* Resolution on the remuneration report
- \* Resolution on the capital reduction by cancellation of treasury shares
- \* Resolution on the authorization to buy back treasury shares and to use treasury shares
- \* Resolution on the change of legal name of S&T, including amendment of the articles of association
- \* Election of two members of the Supervisory Board

## III. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; PROVISION OF INFORMATION ON THE WEBSITE

The following documents in particular will be available in accordance with section 108 para 3 and 4 AktG on the Company's website at **www.snt.at** (<http://www.snt.at>) or **https://ir.snt.at/** (<https://ir.snt.at/>) from **15 April 2022** at the latest:

- \* Information on the organizational and technical requirements for participation pursuant to section 3 para 3 in connection with section 2 para 4 COVID-19-GesV ("**Participation Information**"),
- \* Annual Financial Statements with Management Report,
- \* Corporate-Governance-Report,
- \* Consolidated Financial Statements with Group Management Report,
- \* Proposal for the appropriation of earnings,
- \* Separate Non-Financial Report (Sustainability Report),
- \* Report of the Supervisory Board,

in each case for the financial year 2021;

- \* Proposed resolutions on agenda items 2 to 10,
- \* Remuneration Report,
- \* Declarations of the candidates on agenda item 10 in accordance with section 87 para. 2 AktG,
- \* Curriculum vitae for each candidate on agenda item 10,
- \* Proxy form for the special proxies pursuant to section 3 para 4 COVID-19-GesV,
- \* Question form,
- \* Form for the revocation of a power of attorney,
- \* full text of this convocation.

#### IV. RECORD DATE AND CONDITIONS FOR PARTICIPATION IN THE ANNUAL GENERALMEETING

The entitlement to participate in the virtual Annual General Meeting and to exercise the voting right and the other shareholder rights to be asserted within the scope of this virtual Annual General Meeting in accordance with COVID-19-GesG and COVID-19-GesV is based on the shareholding at the end of **26 April 2022 (24:00, Vienna time)** ("**Record Date**").

Only those who are shareholders on this Record Date and provide proof of this to the Company are entitled to participate and exercise their shareholders' rights in this virtual General Meeting in accordance with the COVID-19-GesG and COVID-19-GesV.

For the proof of share ownership on the Record Date, a deposit confirmation pursuant to section 10a AktG must be submitted, which must be received by the Company no later than **3 May 2022 (24:00, Vienna time)**, exclusively via one of the following communication channels and addresses:

\* ) for the transmission of the deposit confirmation in text form, which is sufficient according to section 15 para. (3) of the Articles of Association

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

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

(Please send deposit confirmations in PDF format)

(ii) for the transmission of the deposit confirmation in writing

By mail or Messenger: **S&T AG**

c/o HV-Veranstaltungsservice GmbH

Köppel 60

8242 St. Lorenzen/Wechsel

By SWIFT: GIBAATWGGMS

(Message Type MT598 or MT599, it is necessary to mention ISIN AT0000A0E9W5 or A0X9EJ in the text)

**The appointment of a special proxy and the exercise of the right to information by shareholders cannot take place effectively without a deposit confirmation** received by

the Company in due time.

Shareholders are requested to contact their custodian bank and arrange for a deposit confirmation to be issued and transmitted.

The Record Date has no effect on the transferability of the shares and has no significance for the dividend entitlement.

#### **Deposit confirmation pursuant to section 10a AktG**

The deposit confirmation must be issued by the depositary bank with its registered office in a member state of the European Economic Area or in a full member state of the OECD and must contain the following information (section 10a para 2 AktG):

\* Information on the issuer: company name and address or a code used for transactions between banks (SWIFT-Code),

- \* Information on the shareholder: name/company name and address, date of birth in the case of natural persons, corporate register and register number under which the legal entity is registered in its home country in the case of legal persons,
- \* Information on the shares: number of shares held by the shareholder, ISIN AT0000A0E9W5 or A0X9EJ (internationally used security identification number),
- \* Deposit number, Securities account number or another designation,
- \* Date to which the deposit confirmation refers.

The deposit confirmation as evidence of share ownership for participation in the Annual General Meeting must refer to the end of the record date **26 April 2022** (24:00, Vienna time).

The deposit confirmation is accepted in German or in English.

## V. APPOINTMENT OF A SPECIAL PROXY AND THE PROCEDURE TO BE FOLLOWED

Every shareholder who is entitled to participate in the virtual Annual General Meeting in accordance with COVID-19-GesG and COVID-19-GesV and who has proven this to the Company in accordance with the stipulations in Point IV. of this convocation has the right to appoint a special proxy.

Pursuant to section 3 para. 4 COVID-19-GesV, in this virtual Annual General Meeting of **S&T AG** on **6 May 2022** a resolution, vote and raise of an objection can only be proposed by one of the special proxies, the fees of which are borne by the Company.

The following persons, who are suitable and independent of the Company, are proposed as special proxies:

(i) Attorney-at-law Dr. Verena Brauner

Vice president of IVA

c/o Interessenverband für Anleger

1130 Vienna, Feldmühlgasse 22

E-Mail: [brauner.snt@hauptversammlung.at](mailto:brauner.snt@hauptversammlung.at)

(ii) Dominik Huber

IVA - Speaker Young Shareholders Austria

4030 Linz, Ebelsberger Schlossberg 1

E-Mail: [huber.snt@hauptversammlung.at](mailto:huber.snt@hauptversammlung.at)

(iii) MMag. Dr. Arno Weigand

Public Notary

1020 Vienna, Untere Donaustraße 13-15/7. OG

E-Mail: [weigand.snt@hauptversammlung.at](mailto:weigand.snt@hauptversammlung.at)

(iv) Attorney-at-law Dr. Martin Wiedenbauer

c/o WMWP Rechtsanwälte GmbH

1030 Vienna, Am Heumarkt 10

E-Mail: [wiedenbauer.snt@hauptversammlung.at](mailto:wiedenbauer.snt@hauptversammlung.at)

Each shareholder may select one of the four persons named above as his or her special proxy and grant this person power of attorney.

The granting of a power of attorney to another person is not permissible pursuant to section 3 para 4 COVID-19-GesV.

For granting power of attorney to the special proxies, a separate **proxy form** can be retrieved on the **Company's website** under **www.snt.at** (<http://www.snt.at>) or **https://ir.snt.at/** (<https://ir.snt.at/>) from 15 April 2022 onwards at the latest. It is requested to use this proxy form.

The provisions contained in the **participation information** must be observed with regard to the granting of proxies, the transmission options provided for this purpose and the deadlines.

A personal handover of the proxy at the place of the meeting is expressly excluded.

## **VI. NOTES ON THE RIGHTS OF SHAREHOLDERS IN ACCORDANCE WITH SECTIONS 109, 110, 118 AND 119 AKTG**

### **1. Adding an item to the agenda by shareholders in accordance with section 109 AktG**

Shareholders whose shares individually or collectively represent **5% of the share capital** and who have held these shares for at least three months prior to making the request may request in writing that **additional items be added to the agenda** of this Annual General Meeting and be published, provided that this request is received by the Company in writing by mail or messenger no later than **15 April 2022 (24:00, Vienna time)** exclusively at the address S&T AG, 4021 Linz, Industriezeile 35, attn. Ms. Mag. Nicole Nagy, or if sent by e-mail with a qualified electronic signature to the e-mail address **nicole.nagy@snt.ator** via SWIFT to the address GIBAATWGGMS. "In writing" means signed by hand or by corporate signature by each applicant or, if sent by e-mail, by qualified electronic signature or, if sent by SWIFT, by Message Type MT598 or Type MT599, where ISIN AT0000A0E9W5 or AOX9EJ must be specified in the text.

Each item on the agenda thus requested must be accompanied by a proposed resolution including a justification. The item on the agenda and the proposed resolution, but not its justification, must in any case also be written in German. Proof of shareholder capacity must be provided by submitting a deposit confirmation pursuant to section 10a AktG confirming that the shareholders making the request have held the shares for at least three months prior to the date of the request and that the certificate must not be older than seven days at the time it is submitted to the Company. Several deposit confirmations for shares which only together represent the participation of 5% must refer to the same date (day, time).

With regard to the other requirements for the deposit confirmation, reference is made to the information on the right to participate (Point IV. of this convocation).

### **2. Proposals for resolutions by shareholders on the agenda in accordance with section 110 AktG**

Shareholders whose shares individually or collectively amount to **1% of the share capital** may submit **proposals for resolutions** on any item on the agenda in text form within the meaning of section 13 para. 2 AktG together with a statement of reasons and request that these proposals, together with the names of the shareholders concerned, the statement of reasons to be attached and any statement by the Executive Board or the Supervisory Board, be made available on the company's website entered in the commercial register, if this request is made in text form by **27 April 2022 at the latest (24:00, Vienna time)** either by fax to +43(0)1 367 8088 1099 or to the address 4021 Linz, Industriezeile 35, attn. Ms. Mag. Nicole Nagy, or by e-mail **nicole.nagy@snt.at**, whereby the request must be attached to the e-mail in text form within the meaning of section 13 para. 2 AktG, for example as a PDF file. If text form is required for declarations within the meaning of section 13 para. 2 AktG, the declaration must be made in a document or in another manner suitable for permanent reproduction in writing, the person making the declaration must be named and the conclusion of the declaration must be made recognizable by reproduction of the signature or on the signature. The proposed resolution, but not its justification, must in any case also be written in German.

In the case of a **proposal for the election of a member of the Supervisory Board**, the statement of the proposed person pursuant to section 87 para 2 AktG shall take the place of the statement of reasons.

Proof of shareholder capacity shall be furnished by presenting a deposit certificate in accordance with section 10a AktG, which may not be older than seven days at the time of presentation to the Company. Several deposit confirmations for shares, which together only represent a shareholding of 1%, must refer to the same date (day, time).

With regard to the other requirements for the deposit confirmation, reference is made to the information on the right to participate (Point IV. of this convocation).

### **3. Information pursuant to section 110 para 2 sentence 2 in conjunction with section 86 paras 7 and 9 AktG**

With regard to agenda item 10 "Election of two members of the Supervisory Board" and the possible submission of a corresponding election proposal by shareholders pursuant to section 110 AktG, the Company makes the following statements:

Pursuant to section 9 para 1 of the Articles of Association, the Supervisory Board consists of three to five members who are elected by the Annual General Meeting.

To date, the Supervisory Board consists of five members elected by the Annual General Meeting. Therefore, the provisions regarding the minimum shareholding requirement pursuant to section 86 para 7 AktG do not apply to S&T AG.

#### **4. Shareholders' right to information in accordance with section 118 AktG**

Upon request, each shareholder is to be provided with information at the Annual General Meeting on the Company's affairs to the extent that this information is necessary for the proper assessment of an agenda item. The obligation to provide information also extends to the legal relations of the Company to an affiliated company and to the situation of the Group and the companies included in the consolidated financial statements.

The information may be refused if, according to reasonable business judgement, it is likely to cause significant damage to the Company or an affiliated company, or its provision would be punishable by law.

For the exercise of the shareholders' right to information, proof of the right to attend (item IV. of the convocation of the Annual General Meeting) and the granting of a corresponding power of attorney to the special proxy (Item V. of the convocation of the Annual General Meeting) are required.

It is expressly pointed out that the **right to information and the right to speak during this virtual Annual General Meeting** may be exercised by the shareholders themselves by way of electronic mail exclusively by transmitting questions or the speech by e-mail directly to the Company exclusively to the e-mail address **fragen.snt@hauptversammlung.at**.

Shareholders are requested to submit **all questions in advance in text** form by e-mail to the address **fragen.snt@hauptversammlung.at** in good time so that **they are received** by the Company no later than on the 3rd working day before the Annual General Meeting, i.e. the **3 May 2022**. This serves to maintain the economy of the meeting in the interest of all participants in the Annual General Meeting, in particular for questions that require a longer preparation time.

This will enable the Executive Board to prepare as accurately as possible and to answer the questions quickly.

Please use the question form, which is available on the company's website under **www.snt.at** (<http://www.snt.at>) and **https://ir.snt.at/** (<https://ir.snt.at/>) respectively. If this question form is not used, the person (name/company name, date of birth/company register number of the shareholder) must be named in the corresponding e-mail. In order to enable the Company to verify the identity of the shareholder and to match the deposit confirmation, we kindly ask you to include your deposit number in the e-mail.

Please note that **reasonable time restrictions** may be imposed **by the Chairwoman** during the Annual General Meeting.

More detailed information and modalities for the exercise of the shareholders' right to information pursuant to section 118 AktG will be set out in the **Participation Information**.

#### **5. Motions by shareholders at the Annual General Meeting in accordance with section 119 AktG**

Every shareholder - regardless of a specific shareholding - is entitled to submit motions for each item on the agenda in the virtual Annual General Meeting in accordance with COVID-19-GesG and COVID-19-GesV through his special proxy.

However, motions may only be transmitted to the special proxy authorized by the respective shareholder and submitted by the latter at the Annual General Meeting.

The point in time up to which instructions for the submission of motions to the special proxy are possible will be determined by the chairwoman in the course of the virtual Annual General Meeting.

The **prerequisite** for this is **proof of the right to attend** in accordance with item IV. of this convocation **and** the granting of a corresponding **power of attorney to the special voting proxy** in accordance with item V. of this convocation.

However, a **shareholder proposal for the election of a Supervisory Board member** requires the timely submission of a resolution proposal in accordance with section 110 AktG: Persons for election to the Supervisory Board (item 10 of the agenda) may only be proposed by shareholders whose shares together amount to 1% of the share capital. Such nominations must be received by the Company no later than **27 April 2022** in the manner set out above (item VI para. 2). Each nomination must be accompanied by a declaration pursuant to section 87 para. 2 AktG of the proposed person's professional qualifications, professional or comparable

functions and any circumstances which might give rise to concern about partiality.

Otherwise, the shareholder proposal for the election of a Supervisory Board member may not be considered in the vote.

Further information and modalities for the exercise of the shareholders' right of application pursuant to section 119 AktG will be set out in the **Participation Information**.

## **6. Information for shareholders on data processing**

S&T AG takes data protection very seriously. You can find more information in our privacy policy under **www.snt.at** (<http://www.snt.at>) or **https://ir.snt.at/** (<https://ir.snt.at/>).

## **VII. FURTHER INFORMATION AND NOTES**

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

At the time of the convocation of the Annual General Meeting, the Company's share capital amounts to EUR 66,096,103 and is divided into 66,096,103 bearer shares. Each share carries one vote.

At the time the Annual General Meeting is convened, the company holds a total of 2,465,535 treasury shares. The Company is not entitled to any rights from treasury shares. Accordingly, the total number of voting rights amounts to 63,599,569 voting rights at the time of the convocation. Any change in the number of treasury shares held by the Annual General Meeting and thus in the total number of voting rights will be announced at the Annual General Meeting.

There are not several classes of shares.

### **2. No physical presence**

We would like to expressly point out once again that during the forthcoming Annual General Meeting as a virtual Annual General Meeting in accordance with COVID-19-GesV neither shareholders nor guests are admitted personally.

Linz, April 2022

The Executive Board

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