



## **FURTHER INFORMATION REGARDING THE RIGHTS OF SHAREHOLDERS UNDER SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG)**

### **Proposal of additional agenda items by shareholders under Section 62 Para 1 of the Austrian Societas Europaea Act in connection with Section 109 AktG**

Shareholders whose combined holdings represent **5 % of the share capital** may request by written petition the inclusion of **additional items on the agenda** of the Annual General Meeting. Each agenda item must be accompanied by a draft resolution including a statement citing the reason for the proposal. Petitioning shareholders must have held the shares for at least three months prior to their petition. Such petitions will only be considered if they are received by the company in written form by mail or by courier no later than **25 May 2018 (midnight, CEST, Vienna time)**.

Such shareholder petitions are to be sent exclusively to the following address:

STRABAG SE  
Investor Relations  
Attn.: Diana Neumüller-Klein  
c/o Donau-City-Str. 9  
1220 Wien, Austria

The proposed agenda item and draft resolution must also be presented in German.

For holders of deposited bearer shares, proof of shareholder status as the basis for exercising this shareholder right may be accomplished by presenting deposit confirmation in accordance with Section 10a of the Austrian Stock Corporation Act (AktG). The deposit confirmation must not be more than seven days old at the time it is submitted to the company.

### **Draft resolutions proposed by shareholders under Article 53 of the Societas Europaea Regulation in connection with Section 110 AktG**

Shareholders whose holdings represent a combined total of **1 % of the share capital** may submit **draft resolutions** in text form for each agenda item, to be accompanied by a statement stating the reason for such proposal, and may

request the draft resolutions, together with the name of the shareholders, the explanatory statements and a possible statement from the Management Board or from the Supervisory Board, to be posted on the company's website as entered in the company register. Such petitions will only be considered if they are received by the company in text form no later than **6 June 2018 (midnight, CEST, Vienna time)**. Each draft resolution must include a statement citing the reason for the proposal. For **proposals regarding the election of a Supervisory Board member**, the explanatory statement takes the form of a candidate statement pursuant to Section 87 Para 2 of the Austrian Stock Corporation Act (AktG).

Such shareholder petitions are to be sent exclusively to the following address:

STRABAG SE  
Investor Relations  
Attn.: Diana Neumüller-Klein  
c/o Donau-City-Str. 9  
1220 Wien, Vienna

or

by fax: +43 1 22422-1177

or

by e-mail: [investor.relations@strabag.com](mailto:investor.relations@strabag.com), with the registration attached to the e-mail in text form, e.g. as a PDF file

The draft resolution must also be presented in German.

For holders of deposited bearer shares, proof of shareholder status as the basis for exercising this shareholder right may be accomplished by presenting deposit confirmation in accordance with Section 10a of the Austrian Stock Corporation Act (AktG). The deposit confirmation must not be more than seven days old at the time it is submitted to the company.

### **Deposit confirmation pursuant to Section 10a of the Austrian Stock Corporation Act (AktG)**

Deposit confirmation must be issued by the custodian bank with headquarters in a member state of the European Economic Area or in a full member state of the OECD and must include the following information:

- Information on the issuer: company name and address or code commonly used in business transactions between banks
- Information on the shareholder: name/company name and address as well as date of birth for natural persons or, for legal persons, the company register and number under which the company is listed in its country of origin
- Information on the shares: number of shares held by the shareholder, ISIN AT000000STR1
- Deposit account number or other description
- Date or period of time to which the deposit confirmation refers to

Deposit confirmation will be accepted in German or English and must be in writing. It must refer to the end of the record date of **5 June 2018 (midnight, CEST, Vienna time)**.

Deposit confirmations are to be sent exclusively to one of the following addresses:

(i) for deposit confirmation in written form:

by mail                      STRABAG SE  
or courier                    Hauptversammlung  
                                    c/o Donau-City-Str. 9  
                                    1220 Wien, Austria

by SWIFT                    COMRGB2L  
                                    (Message Type MT598 or MT599, must include ISIN  
                                    AT000000STR1 in text)

(ii) for deposit confirmation in text form, deemed to be sufficient by the Articles of Association in accordance with Section 17 Para 2:

by fax                        +49 89 30903 74675

by e-mail                      anmeldestelle@computershare.de, with the deposit confirmation to be attached to the e-mail in text form, e.g. as a PDF file

*[Questions from Austrian and foreign banks on how to issue and send deposit confirmation may be directed to:*

*by telephone: +43 800 880890*

*by e-mail: anmeldestelle@computershare.de]*

The deposit confirmation as proof of shareholder status as the basis for exercising shareholder rights under Section 62 Para 1 of the Austrian Societas Europaea Act in connection with Section 109 AktG (additional agenda items) and Article 53 of the Societas Europaea Regulation in connection with Section 110 AktG (draft resolutions by shareholders) must not be more than seven days old at the time it is submitted to the company.

The deposit confirmation as proof of shareholder status as the basis for exercising shareholder rights under Section 62 Para 1 of the Austrian Societas Europaea Act in connection with Section 109 AktG (additional agenda items) must confirm that the petitioning shareholder has held the shares through at least three months prior to the petition.

For petitions from groups of shareholders who only together achieve the minimum shareholdings required, proof of shareholder status as the basis for exercising the shareholder rights must relate to the same record date.

### **Registered shares**

For holders of registered shares, entry in the shareholder register is sufficient and no special proof of shareholder status by the shareholder is required.

### **Notice on shareholders' right to information under Article 53 of the Societas Europaea Regulation in connection with § 118 AktG**

All shareholders have the right to request information on company matters at the Annual General Meeting, provided that such information is necessary for the proper assessment of agenda items. This obligation to provide information also covers the company's legal and business relations with subsidiaries. In the event that, during the Annual General Meeting of a parent company (Section 189a item 6 UGB), the consolidated financial statements and the group management report are presented, this obligation to provide information also applies to the situation of the group and of the companies included in the consolidated financial statements.

The information provided must be in compliance with the principles of true and fair accountability and is to be made available during the Annual General Meeting.

The company may refuse to supply such information if,

1. according to sound business judgment, it would be seriously prejudicial to the company or one of its subsidiaries, or if
2. providing such information would comprise a criminal offense.

The Chairman of the Annual General Meeting, in accordance with Section 19 of the Articles of Association, can limit the shareholders' questioning and speaking time within reason. He may in particular impose general or individual restrictions on the speaking time at the beginning of or during the Annual General Meeting.

Requests for information during the Annual General Meeting are usually to be made orally, but may also be done in writing.

To help expedite the progress of the meeting, questions requiring more preparation to answer should be transmitted to the Management Board in text form in due time before the General Meeting. The questions may be sent to the company by fax at +43 1 22422-1177 or by e-mail at [investor.relations@strabag.com](mailto:investor.relations@strabag.com).

## **INFORMATION ON THE RIGHT OF SHAREHOLDERS TO PROPOSE MOTIONS AT THE ANNUAL GENERAL MEETING UNDER SECTION 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG)**

Every shareholder – regardless of the shareholding amount – has the right to bring forward motions in respect to each item on the agenda at the Annual General Meeting. This right is contingent upon proof of the right to participate in the Annual General Meeting as stipulated in the notice of the meeting. A **shareholder proposal for candidates to the supervisory board** requires the timely presentation of a draft resolution in accordance with Section 110 AktG: Candidates for the supervisory board elections (Agenda Item 6) may only be proposed by shareholders whose holdings represent a combined total of at least 1 % of the share capital. Candidate proposals must be received by the company no later than **6 June 2018** in the above-stated manner and must be accompanied by a candidate statement pursuant to Section 87 Paragraph 2 of the Austrian Stock Corporation Act (AktG) which includes a description of the candidate's professional qualifications, professional or comparable functions and any circumstances that could give reason for concern in respect to potential bias or conflict of interest. If several motions are made to the same agenda item, Section 119 Para 3 AktG allows the Chairman to determine the order in which the motions are voted on.