



STRABAG SE

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Notice of Annual General Meeting

We hereby invite our shareholders to the

16th Annual General Meeting of STRABAG SE

on **Friday, 19 June 2020, at 10:00 a.m.**

at STRABAG SE, 1220 Vienna, Donau-City-Str. 9, event room "Gironcoli Kristall". In keeping with the COVID-19 Corporate Law Act ("COVID-19-GesG"), as amended, and the COVID-19 Corporate Law Ordinance enacted on its basis ("COVID-19-GesV", Federal Law Gazette II No. 140/2020), the Annual General Meeting will be held as a virtual meeting.

Dear Shareholders,

The global COVID-19 pandemic represents a unique challenge for us all. The far-reaching statutory and regulatory restrictions enacted to contain the pandemic prevent the holding of attendance-based general meetings. The COVID-19 Corporate Law Act creates the possibility to hold such meetings virtually.

Regardless of whether statutory/regulatory restrictions remain in force in this form, the Annual General Meeting of STRABAG SE on 19 June 2020 will – for the protection of the shareholders, governing bodies, employees and other participants – be held as a virtual meeting in keeping with the provisions of COVID-19-GesG and the ordinance (COVID 19-GesV) enacted on its basis.

This means that shareholders cannot be physically present at the Annual General Meeting of STRABAG SE on 19 June 2020.

Information about the organisational and technical requirements for attending the virtual general meeting and exercising your shareholder rights in accordance with Section 2 Para 4 COVID-19-GesV can be found in this invitation

to the Annual General Meeting. In accordance with Section 3 Para 3 COVID-19-GesV, any changes and/or additions will be made available on the company's website at www.strabag.com no later than 29 May 2020.

The Management Board is convinced that holding the Annual General Meeting as a virtual meeting is the best possible way to take into account the interests of the company and its shareholders.

A postponement of the Annual General Meeting to a later date would only be possible to a limited extent, in part because of the holding period under European law (six months after the end of the financial year in accordance with Art 54 Para 1 of the SE Regulation). The company nevertheless reserves the right to call off the Annual General Meeting, especially in the event that the general framework changes and a reliable holding cannot be guaranteed.

The decision to hold the Annual General Meeting as a virtual meeting is also to protect the shareholders. We therefore ask for your understanding that it is not possible for shareholders to attend the Annual General Meeting on 19 June 2020.

The Management Board

I. AGENDA

1. Presentation of the annual financial statements, including the management report and the consolidated corporate governance report; of the consolidated financial statements, including the group management report; of the proposal for the appropriation of the balance sheet profit; and of the Supervisory Board report for the 2019 financial year
2. Resolution concerning the appropriation of the balance sheet profit
3. Resolution concerning the approval of the actions of the members of the Management Board for the 2019 financial year
4. Resolution concerning the approval of the actions of the members of the Supervisory Board for the 2019 financial year
5. Selection of the auditor of the financial statements and group financial statements for the 2020 financial year
6. Elections to the Supervisory Board
7. Resolution concerning the remuneration policy

II. INFORMATION ABOUT THE VIRTUAL GENERAL MEETING AND THE ORGANISATIONAL AND TECHNICAL REQUIREMENTS FOR PARTICIPATION

In keeping with the COVID-19 Corporate Law Act (“COVID-19-GesG”), as amended, and the COVID-19 Corporate Law Ordinance enacted on its basis (“COVID-19-GesV”, Federal Law Gazette II No. 140/2020), the 16th Annual General Meeting of STRABAG SE will take place as a virtual meeting. The organisational and technical requirements for participation in the virtual general meeting in accordance with Section 2 Para 4 COVID-19-GesV are stated below.

In accordance with Section 3 Para 3 COVID 19-GesV, any changes and/or amendments to these organisational and technical requirements will be made available on the company’s website at www.strabag.com no later than 29 May 2020.

1. Webcast of the Annual General Meeting

A real-time webcast of the Annual General Meeting will be broadcast online. All company shareholders may follow the Annual General Meeting on 19 June 2020 from around 10:00 a.m. online at www.strabag.com. This gives every shareholder the opportunity to follow the Annual General Meeting in real time through a one-way video and audio connection.

For the audio and video playback via an Internet browser, shareholders require high-performance Internet access and an Internet-compatible device. No registration or login is required to follow the Annual General Meeting.

2. Representation of shareholders by special proxies

The Annual General Meeting is being held as a virtual meeting; it will not be possible for shareholders to be physically present. In accordance with Section 3 Para 4 COVID-19-GesV, shareholders can cast votes, propose resolutions or raise an objection in the virtual meeting only through one of the four independent special proxies named by the company below, the costs of which will be carried by the company:

1. Florian Beckermann

c/o Interessenverband für Anleger, IVA, Feldmühlgasse 22, 1130 Vienna,

Tel. +43 1 8763343-30

e-mail: beckermann.strabag@computershare.de

2. MMag. Thomas Niss

c/o Coown Technologies GmbH, Own360.app, Gusshausstraße 3/2, 1040 Vienna,
Tel. +43 1 890 248 1
e-mail: niss.strabag@computershare.de

3. Rechtsanwalt Mag. Christian Thaler

c/o Schindler Rechtsanwälte GmbH, Kohlmarkt 8-10, 1010 Vienna,
Tel. +43 1 512 2613 600
e-mail: thaler.strabag@computershare.de

4. Rechtsanwalt Mag. Gernot Wilfling,

c/o Müller Partner Rechtsanwälte GmbH, Rockhgasse 6, 1010 Vienna,
Tel. +43 1 5358008
e-mail: wilfling.strabag@computershare.de

To cast votes, propose resolutions or raise an objection in the virtual meeting, shareholders must choose and authorise one of the above-mentioned special proxies. The special proxies will only exercise the voting right, the right to propose resolutions and the right to raise objections in accordance with the shareholders' instructions.

It is recommended that you contact the special proxy of your choice in good time if you intend to instruct the special proxy to propose a resolution or to object to one or more items on the agenda.

A **proxy authorisation form** for the four special proxies, as well as a form for the revocation of proxy authorisation, is available for download from the company website at www.strabag.com. To help us process the paperwork more quickly, we ask that you please use the available forms. More information about the proxy authorisation, in particular about the text form and the content of the proxy authorisation, is available from the proxy authorisation forms that are available to the shareholders.

To facilitate processing, please send your completed proxy authorisation form (in text form) in such a timely manner that it is received no later than **18 June 2020, 4:00 p.m.**, using one of the communication channels stated below.

Authorisation forms may be sent to the special proxies **by e-mail** at the address of the person you have chosen, with the proxy authorisation attached to the e-mail in text form, e.g. as a PDF file. This way the special proxy of your choice will have direct access to the authorisation and your instructions.

The following communication channels and addresses are also available for the transmission of your proxy authorisation form:

by mail	STRABAG SE
or courier	Hauptversammlung c/o Donau-City-Str. 9 1220 Vienna
by fax	+49 89 30903 74675
by SWIFT	COMRGB2L (Message Type MT598 or MT599, must include ISIN AT000000STR1 or number of the registered share in text)

Please note that it is not possible to present a proxy authorisation in person on the day of the Annual General Meeting.

Shareholders have the option to revoke their proxy authorisation. The above rules for proxy authorisation apply by analogy to its revocation. The revocation does not take effect until it has been received by the company.

Please note that deposit confirmation in accordance with Section 10a of the Austrian Stock Corporation Act (AktG) is a prerequisite for participation in the virtual general meeting and must be received by the company no later than 16 June 2020 (see Item IV).

3. Shareholders' right to information

Shareholders may exercise their right to information pursuant to Section 118 AktG in the virtual general meeting as follows:

The shareholders are asked to send their questions in advance by e-mail to **Fragen.HV2020@strabag.com**, if possible in such a way that they are **received by the company on the 2nd day before the Annual General Meeting**, which is **Wednesday, 17 June 2020**.

This will enable the answers to be prepared in advance to allow their swift treatment during the meeting.

For your questions, please use the **question form** provided on the company's website at www.strabag.com to support the most efficient processing possible.

Questions may also be sent by simple e-mail. The e-mail must end with your name (reproduction of signature in accordance with Section 13 Para 2 AktG).

To verify your identity as a shareholder for the transmission of questions, please use the e-mail address specified in the space provided on the authorisation form for your special proxy. By signing the proxy authorisation form, you confirm that only you have access to this e-mail address.

If no shareholder e-mail address is indicated on the proxy authorisation form, or if questions are sent from another e-mail address, the identity of the person making the declaration must be verified with the shareholder's name/company name and date of birth/commercial register number.

If any doubts arise regarding the identity of a participant during the conduct of the meeting, the company reserves the right to verify the identity in an appropriate manner.

If a proxy exercises the right to information, proof of proxy authorisation must also be provided in text form. **Please note that the special proxies cannot be authorised to exercise the right to information.**

4. Rights during the Annual General Meeting

A shareholder may also send questions by e-mail to Fragen.HV2020@strabag.com during the virtual general meeting (see above on the shareholders' right to information).

The questions received by the company from shareholders before or during the Annual General Meeting are read out in the Annual General Meeting in accordance with Section 118 AktG by the Chairman or a person designated by him.

The Chairman of the Annual General Meeting will structure the course of the meeting, in particular announcing during the meeting a certain point in time until which questions may be asked.

Likewise, the shareholder may, up to the times specified by the Chairman in the Annual General Meeting, give (or amend) instructions by e-mail to the authorised special proxy, in particular instructions on casting votes, making motions or raising objections. Please note that the special proxy cannot exercise the right to ask questions on behalf of the shareholder.

For any instructions, please send a simple e-mail to the e-mail address of your special proxy listed under item 2 above. The e-mail must end with your name (reproduction of signature in accordance with Section 13 Para 2 AktG). Please use the e-mail address indicated in the proxy authorisation form to verify your identity and to ensure that it

matches the proxy authorisation issued, or name the person making the declaration by stating the name/company and date of birth/company register number of the shareholder if you use another e-mail address (see above for the relevant requirements when exercising the shareholders' right to information).

Please note that during the Annual General Meeting you can only communicate with your special proxy by e-mail and not by phone.

III. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; AVAILABILITY OF INFORMATION ON THE COMPANY WEBSITE

The following documents will be available from **29 May 2020** on the company website at www.strabag.com.

- annual financial statements with management report
- consolidated financial statements with group management report
- consolidated corporate governance report
- consolidated report on payments to governments
- consolidated non-financial report
- proposal for the appropriation of the balance sheet profit
- Supervisory Board report

(all of the above for the 2019 financial year)

- draft resolutions concerning agenda items 2–7
- declarations pursuant to Section 87 Para 2 and Section 87 Para 2a last sentence AktG
- remuneration policy for the Management Board
- remuneration policy for the Supervisory Board
- proxy authorisation form for the four independent special proxies named by the company
- form for the revocation of proxy authorisation
- full text of this notice
- if necessary, additional and/or amended information on the organisational and technical requirements for participation in the virtual general meeting

IV. RECORD DATE AND PREREQUISITES FOR PARTICIPATION IN THE GENERAL MEETING

The right to participate in the Annual General Meeting and to exercise voting rights and the remaining shareholders' rights to be asserted at the Annual General Meeting is conditional on the shares held at the end of **9 June 2020** (record date).

Participation in the Annual General Meeting is limited to persons who, on the record date, hold shares in the company and can supply proof of their shareholdings or who, for holders of registered shares, are entered in the shareholder register and are registered to participate in the meeting.

Please note that it is not possible for shareholders to come to the location of the Annual General Meeting themselves and that they cannot physically attend the meeting (virtual general meeting).

Bearer shares

For holders of bearer shares, deposit confirmation pursuant to Section 10a AktG shall represent sufficient proof of shareholdings on the record date, provided such confirmation is received by the company no later than **16 June 2020 (midnight, CEST, Vienna time)** exclusively via one of the following channels of communication at 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 Vienna, 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

The shareholders are requested to contact their custodian bank to arrange for the issue and transfer of a deposit confirmation.

The record date has no impact on the liquidity of the shares and is not of importance for the dividend rights.

[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]

Deposit confirmation pursuant to Section 10a 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 AT0000000STR1
- Deposit account number or other description
- Date or period of time to which the deposit confirmation refers to

The deposit confirmation as proof of shareholding for participation in the Annual General Meeting must refer to the end of the record date of **9 June 2020 (midnight, CEST, Vienna time)**.

Deposit confirmations will be accepted in German or English.

Registered shares

For holders of registered shares, only such shareholders shall be entitled to participate in the Annual General Meeting whose registration is received by the company in text form no later than **16 June 2020** exclusively at one of the following addresses:

by mail STRABAG SE

or courier: Hauptversammlung
c/o Donau-City-Str. 9
1220 Vienna, Austria

by fax: +49 89 30903 74675

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

by SWIFT: COMRGB2L
(Message Type MT598 or MT599, must include the number of the registered share in the text)

Registrations will be accepted in German or English.

V. POSSIBILITY AND PROCEDURE FOR AUTHORISATION OF A PROXY REPRESENTATIVE

Shareholders who are entitled to participate in the Annual General Meeting, and who have proven this in accordance with the stipulations contained within Item IV of this notice, have the general right to authorise proxy representatives to attend the meeting on their behalf who are vested with the same rights as the shareholder being represented.

For the virtual general meeting on 19 June 2020, however, the special rule applies that **exclusively one of the special proxies named under Item II above must be authorised** to cast votes, propose resolutions or raise an objection during the virtual general meeting.

Under Section 3 Para 4 COVID-19-GesV, it is not possible to authorise persons other than the four special proxies to exercise these rights in the virtual general meeting. It is permissible, however, to authorise other persons to exercise other rights, in particular the right to information.

If shareholders authorise persons to represent them other than one of the four special proxies named by the company, such as the custodian bank, an effective proxy chain (sub-proxy) must exist to ensure that one of the four special proxies is authorised to exercise the right to vote, to propose resolutions and to make an objection in the virtual general meeting itself.

The proxy authorisation must be made in text form (Section 13 Para 2 AktG). If a shareholder has granted a proxy authorisation to his/her custodian bank (Section 10a AktG), it is sufficient for the bank to provide a declaration of having been authorised as a proxy representative in addition to the deposit confirmation.

Shareholders have the option to revoke their proxy authorisation. The rules for proxy authorisation apply by analogy to its revocation. The revocation does not take effect until it has been received by the company.

VI. NOTICE REGARDING THE RIGHTS OF SHAREHOLDERS UNDER SECTIONS 109, 110, 118 AND 119 AKTG

1. 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, provided that these shareholders held the shares for at least three months prior to their petition and that the written petition is received by the company in written form by mail or by courier no later than **29 May 2020 (midnight, CEST, Vienna time)** exclusively at its address Donau-City-Straße 9, 1220 Vienna, for the attention of Mag. Diana Neumüller-Klein, Department of Investor Relations. Each agenda item petition must be accompanied by a draft resolution including a statement citing the reason for the proposal. Proof of shareholder status as the basis for exercising this shareholder right may be accomplished by presenting deposit confirmation in accordance with Section 10a AktG confirming that the petitioning shareholders held the shares for at least three months prior to the petition. The deposit confirmation must not be more than seven days old at the time it is submitted to the company. In respect to any other requirements related to deposit confirmation, reference is made to the detailed information on the prerequisites for participation (Item IV).

2. Draft resolutions to the agenda 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 respective 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 if this request is received in text form no later than **9 June 2020 (midnight, CEST, Vienna time)** by the company either by fax at +43 1 22422-1177, by mail at Donau-City-Str. 9, 1220 Vienna, for the attention of Mag. Diana Neumüller-Klein, Department of Investor Relations, or by e-mail at investor.relations@strabag.com, with the deposit confirmation to be attached to the e-mail in text form, e.g. as a PDF file. For **proposals regarding the election of a Supervisory Board member**, a candidate statement pursuant to Section 87 Para 2 AktG is to be attached instead of the explanatory statement.

Proof of shareholder status as the basis for exercising this shareholder right shall be accomplished by presenting deposit confirmation in accordance with Section 10a AktG, provided that the confirmation is no more than seven days old at the time it is submitted to the company. In respect to any other requirements related to deposit confirmation, reference is made to the detailed information on the prerequisites for participation (Item IV).

The proposals will be published on the company's website at www.strabag.com no later than two working days after receipt.

3. 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 as well as the situation of the group and of the companies included in the consolidated financial statements.

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

The right to information may be exercised in the virtual general meeting in accordance with the modalities explained under Item II.

4. Motions by shareholders during the Annual General Meeting under Section 119 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. In the virtual general meeting on 19 June 2020, shareholders can only submit motions through one of the special proxies (see the explanations under Item II). 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 **9 June 2020** in the above-stated manner and must be accompanied by a candidate statement pursuant to Section 87 Para 2 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. 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.

5. Information on the website

The information concerning these shareholders' rights under Sections 109, 110, 118 and 119 AktG is available on the company's website at www.strabag.com.

VII. ADDITIONAL INFORMATION AND NOTICES

1. Information in accordance with Section 110 Para 2 Sentence 2 AktG in connection with Section 86 Para 7 and Para 9 AktG

Please note that the company is not subject to the scope pursuant to Section 86 Para 7 AktG and that the minimum proportion requirement pursuant to Section 86 Para 7 AktG need not be taken into account.

2. Total number of shares and voting rights

At the time of notice of the Annual General Meeting, the share capital of the company amounted to € 110,000,000.00 and was divided into 110,000,000 no-par shares. Each share qualifies for one vote. The total number of voting rights at the time of notice of the Annual General Meeting therefore amounts to 110,000,000.

The company held 7,400,000 treasury shares at the time of notice of the Annual General Meeting. No special rights, including voting rights, accrue to the company from it.

3. Information for shareholders on the processing of personal data

STRABAG SE processes shareholders' **personal data**, including but not limited to the data as stated in Section 10a Para 2 AktG (name, address, date of birth, the number of the securities deposit account, number of shares held by the shareholder, class of shares (if applicable), number of the voting card, and name and date of birth of the proxy representative (if applicable)), in accordance with the applicable data protection laws, in particular the European Union's **General Data Protection Regulation (GDPR)** and the Austrian **Data Protection Act**, to enable the shareholders to exercise their rights during the course of the Annual General Meeting.

The processing of personal data is mandatory for the attendance of shareholders and their representatives at the Annual General Meeting in accordance with the Austrian Stock Corporation Act. Legal basis for the processing is **Article 6 (1) c) of the General Data Protection Regulation**.

STRABAG SE is the **data controller** responsible for the processing of the personal data. For the purpose of organising the Annual General Meeting, STRABAG SE makes use of external **service providers**, such as notaries, attorneys, banks and IT service providers. These service providers receive from STRABAG SE only those personal data that are necessary to provide the requested services and they process the data solely in accordance with the instructions of STRABAG SE. As far as is legally necessary, STRABAG SE has concluded a **data protection agreement** with these service providers.

If a shareholder, through authorisation of one of the special proxies, participates in the virtual general meeting, all attending shareholders or their representatives, the members of the Management and Supervisory Boards, the notary, and all other persons with a legal right to participate can look into or request to look into the legally mandated **attendance list** (Section 117 AktG) and so see the personal data stated therein (e.g. name, place of residence, interests held). Please note that shareholders can only view the list of participants in the virtual general meeting through the special proxy who is authorised to do so. Moreover, STRABAG SE is legally required to submit personal shareholder data (including but not limited to the attendance list) to the **company register** as part of the notarial record (Section 120 AktG).

The data of the shareholders are anonymised and erased as soon as they are no longer needed for the purpose for which they were collected and processed, and as long as no other legal obligations require their further storage. **Documentation and retention obligations** arise from corporate, stock and takeover law, from legislation on taxes and duties, and from money laundering regulations. In the event that legal claims are asserted by shareholders against STRABAG SE or by STRABAG SE against shareholders, the storage of personal data serves the purpose of **clarifying and asserting such claims** in individual cases. In the context of legal proceedings involving civil lawsuits, this may result in the storage of data during the period of limitation plus the duration of the legal proceedings until the latter's legally valid conclusion.

Shareholders are at all times entitled to exercise any of the **rights of access, rectification, restriction, objection and erasure** with regard to the processing of their personal data as well as to exercise their **right to data portability** in accordance with chapter III of the General Data Protection Regulation. Shareholders may assert these rights against STRABAG SE free of charge by sending an e-mail to investor.relations@strabag.com or by postal mail to the following **address**:

STRABAG SE
c/o Donau-City-Str. 9
1220 Vienna
Telefax: +43 (1) 22422 1177

Furthermore, shareholders have the **right to lodge a complaint** with the **supervisory authorities for data protection** according to Article 77 of the General Data Protection Regulation.

Additional information on data protection is available in the data protection statement on the website of STRABAG SE at www.strabag.com.

Vienna, May 2020

The Management Board