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STRABAG SE

Villach

Announcement

on the payment of the cash distribution from the capital reduction of STRABAG SE (ISIN AT000000STR1) resolved on 16 June 2023 via a value right (ISIN AT0000A36HK3)

At the 19th Annual General Meeting of STRABAG SE, FN 88983 h, Triglavstraße 9, 9500 Villach (also the "**Company**") held on 16 June 2023, an ordinary capital reduction for the purpose of repayment to shareholders of the Company was resolved, among other things.

Upon effectiveness of this ordinary capital reduction, a conditional distribution entitlement of EUR 9.05 per share of the Company entitled to distribution (ISIN AT000000STR1; the "**Shares**") (the "**Distribution Entitlement**") arose.

The conditions precedent for the Distribution Entitlement and its payment have now been fulfilled.

Regarding those shares (ISIN AT000000STR1) for which shareholders did not accept the subscription offer published by the Company on 11 September 2023 (exercise of the right to choose the Distribution Entitlement in the form of new shares in the Company), the Distribution Entitlement will now be paid in cash in the amount of EUR 9.05 per Share of the Company entitled to distribution ("**Cash Distribution**").

The shares of STRABAG SE with ISIN AT000000STR1 will be traded "*ex claim for cash distribution*" from Friday, 22 March 2024. The Record Date for the distribution is Monday, 25 March 2024. On the Payment Date, i.e. Tuesday, 26 March 2024, a value right with ISIN AT0000A36HK3 will be credited to the securities account of the respective shareholder for each bearer share with ISIN AT000000STR1 entitled to distribution, which securitises the claim to receive the Cash Distribution from the capital reduction.

The value right entitles the holder to receive the Cash Distribution from the capital reduction from Tuesday, 26 March 2024, concurrently with the transfer of the value right to Erste Group Bank AG, FN 33209m, 1100 Vienna, Am Belvedere 1 as the appointed depositing agent in accordance with the following provisions:

1. Payment of the Cash Distribution from the capital reduction

Each value right securitises the claim to a Cash Distribution from the ordinary capital reduction resolved by the 19th Annual General Meeting of STRABAG SE on 16 June 2023 for the purpose of distribution in the amount of EUR 9.05 per Share entitled to distribution. The distribution will be paid out without interest.

The appointed depositing agent is Erste Group Bank AG, FN 33209m, 1100 Vienna, Am Belvedere 1 ("**Depositing Agent**"). The Depositing Agent acts exclusively as an agent of STRABAG SE and does not assume any obligations towards the holders of value rights. No contractual or fiduciary relationship is established between it and the holders of value rights.

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Holders of the Company's value rights may submit their value rights for payment via their custodian bank (for the first time) in the period from **26 March 2024 to 10 April 2024, 15:30 Vienna time** and in accordance with the conditions set out in this announcement. Holders of value rights are advised to inform themselves of the deadline for the submission of their value rights set by their custodian bank, depository or other financial intermediary through which they hold their value rights.

The submission of the value rights for Cash Distribution must be declared to the custodian bank using the submission form provided. The form is available on the website of STRABAG SE at www.strabag.com > Investor Relations > Annual General Meeting 2023.

The declaration of submission by a holder of value rights using the submission form is deemed to have been exercised in a timely and effective manner if

- it is received by the custodian bank within the submission period; and
- no later than on the last day (15:30 CEST) of the submission period (10 April 2024), the custodian bank has transmitted the submission of value rights for Cash Distribution, including the complete Shareholder Data (see item 3) using a list in accordance with an Excel sheet provided and stating the number of customer orders issued as well as the total number of value rights of those submission forms received by the custodian bank during the submission period, to the Depositing Agent; and
- on the third banking day (by 15:30 CEST) after expiry of the submission period (15 April 2024), the custodian bank has transferred the value rights (ISIN AT0000A36HK3) submitted for the Cash Distribution directly or via OeKB CSD GmbH to the Depositing Agent against entry of the Cash Distribution in the amount of EUR 9.05 per value right.

The submission of value rights is irrevocable and cannot be modified, cancelled or revoked.

The Custodian Bank will keep submitted value rights blocked from the time of receipt of the submission form until the Cash Distribution is paid out.

The payment of the Cash Distribution to those holders of value rights who have submitted their value rights within the submission period and in accordance with the terms of this announcement will be made on the payment date **15 April 2024**.

The payment is also subject to the decision of the Management Board of STRABAG SE pursuant to item 2 (for the distribution attributable to the Shares held by Rasperia (as defined below)) to pay out the Cash Distribution and the confirmation pursuant to item 3 (for all other Shares).

The Cash Distribution will be paid out by the Depositing Agent provided that STRABAG SE has authorised the confirmations issued by the custodian banks of the value rights holders and has made the amounts required for payment of the Cash Distribution available to the Depositing Agent in full and in good time.

Customary bank charges may be incurred for processing the payment of the Cash Distribution by way of value rights. Holders of value rights are requested to obtain information about these charges from their respective custodian bank.

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2. Decision of the Management Board of STRABAG SE to pay out the distribution attributable to the Shares held by MKAO "Rasperia Trading Limited"

Payment of the Cash Distribution to MESCHDUNARODNAJA KOMPANIJA AKZIONERNOE OBSCHTSHESTWO „RASPERIA TRADING LIMITED“ [MKAO „Rasperia Trading Limited“], registration number (OGRN) 1193926007153, Russian Federation, („**Rasperia**“) (or its legal successor(s)) shall only be made on the condition that the Management Board of STRABAG SE resolves to pay the Cash Distribution to Rasperia (or its legal successor(s)) in accordance with applicable sanctions restrictions and potential impacts of sanctions. The Depositing Agent will only pay the Cash Distribution to Rasperia (or its legal successor(s)) if STRABAG SE expressly confirms to the Depositing Agent in writing that the payment shall be made.

3. Confirmation of the custodian bank for the redemption of value rights

The custodian bank must provide the following information on all holders of value rights who have applied to this custodian bank for payment of the Cash Distribution (the "**Shareholder Data**") within the deadlines specified by the depository bank, broken down by individual orders and using a list in accordance with an Excel sheet provided:

- First name and surname or company name;
- Address;
- Date of birth (in case of individuals) or register and register number (in case of legal entities);
- Number of value rights (ISIN AT0000A36HK3) submitted for the Cash Distribution.

By submitting value rights for acceptance of the Cash Distribution, the respective holder of the value rights also instructs his or her custodian bank and agrees to transmit not only the name of the custodian bank and the securities account number but also the Shareholder Data (see above) to STRABAG SE and the Depositing Agent. **STRABAG SE expressly notes that submissions by holders of value rights whose Shareholder Data are not submitted, not submitted in full or not submitted in time will not be accepted by STRABAG SE as legally valid.**

Upon notification of the Depositing Agent of any submitted value rights by the respective custodian bank, confirmation is also deemed to have been provided that (i) the Shares (ISIN AT000000STR1) for which the Cash Distribution from the capital reduction is applied for with the value rights, were not held by Rasperia on the date of registration of the resolution on the capital reduction in the commercial register (7 September 2023) and (ii) the value rights are not held by Rasperia on the date of notification.

4. Deadlines

Holders of value rights may submit their value rights to their custodian bank (for the first time) from 26 March 2024 to 10 April 2024 (15:30 Vienna time). Value rights that have not been submitted will remain in the securities accounts of the respective holders of the value rights.

Due to the shortness of the submission period (which is due to legal reasons), STRABAG SE intends to provide a further submission period immediately after the payment date of the current submission period (15 April 2024). Details will be published in good time.

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The payment of all value rights entitled to receive, which are submitted in accordance with the conditions within the specified submission periods, is made via the paying agent on a uniform value date concurrently with the derecognition of the value rights concerned.

5. Risk of a reversal of the distribution from the capital reduction

MESCHDUNARODNAJA KOMPANIJA AKZIONERNOE OBSCHTSHESTWO "RASPERIA TRADING LIMITED" [MKAO "Rasperia Trading Limited"], register number (OGRN) 1193926007153, Russian Federation, has brought annulment proceedings before the Klagenfurt Regional Court (case ref. 21 Cg 20/23k) to contest the resolutions approving agenda item 7 adopted by the 19th Annual General Meeting of STRABAG SE on 16 June 2023.

If the annulment proceedings (section 195 et seq. Austrian Stock Corporation Act (*AktG*)) against the resolution on the capital reduction for purposes of distribution and/or the non-cash capital increase is granted with final effect – the duration of the proceedings cannot be estimated at the present time – this will result in the annulment of the two related resolutions on the capital reduction for purposes of distribution and the non-cash capital increase for the purpose of issuing the new shares, and the capital reduction and the capital increase will have to be reversed as a matter of law. After expiry of the resolution to reduce the share capital, any shareholder who has received the distribution in cash is also under a legal obligation to repay such distribution to the Company. Any shareholder who receives a distribution of cash from the capital reduction, therefore bears the risk of having to raise the corresponding amount of cash to reverse the capital reduction.

A reversal would also result in tax risks for holders of value rights under Austrian tax law. The repayment of the distribution to STRABAG SE will be treated as a contribution for tax purposes under Austrian tax law. If the distribution (repayment of contributions) originally resulted in a taxable sale transaction (tax cost of acquisition or book value of the share at the time of distribution was less than EUR 9.05), there is a risk that any tax payments resulting from such sale transaction may not be recoverable. Similar or different tax risks and detriments for shareholders may also arise in foreign tax jurisdictions.

6. Reimbursement of expenses

STRABAG SE will reimburse the custodian banks for expenses incurred in processing the payment of the Cash Distribution via value rights up to a maximum amount of EUR 8.00 per securities account. This reimbursement of expenses can be requested by the custodian banks from the Depositing Agent.

7. Information on data processing

STRABAG SE processes personal data of the shareholders (in particular name, address, date of birth, number of the securities account, number of shares of the shareholder, and, if applicable, name and personal details of the proxy or proxies, declarations made and correspondence of shareholders or their proxies, in particular declarations and circumstances as well as information pursuant to Section 1 and 3 on the basis of applicable data protection provisions, in particular the European General Data Protection Regulation (GDPR) and the Austrian Data Protection Act (*DSG*)), in order to enable the shareholders to exercise their rights, to comply with legal provisions (in particular those of the Austrian Stock Corporation Act, the Austrian Stock Exchange Act (*BörseG*), the Austrian Capital Market Act (*KMG*), the EU Prospectus Regulation, the Austrian Sanctions

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Act (*SanktG*) and the EU Sanctions Regulation), to execute, settle and, if necessary, reverse the steps and measures described above (in particular payment from the capital reduction) and to protect and assert the rights and interests of STRABAG SE.

Processing of personal data of the shareholders is necessary for the exercise of rights of the shareholders and their representatives concerning the steps and measures described above, for the execution, settlement and, if necessary, the reversal of the steps and measures described above (in particular payment from the capital reduction), for compliance with legal provisions and for the protection of STRABAG SE's own rights. The legal basis for such processing is therefore Article 6(1)(b), Article 6(1)(c) and Article 6(1)(f) of the GDPR.

STRABAG SE is the controller for purposes of such processing. STRABAG SE uses external service providers such as notaries, lawyers, banks and IT service providers to prepare, implement and process the steps and measures described above and to protect and enforce its rights. STRABAG SE will only provide such service providers personal data necessary for the provision of the requested service and, to the extent that they are only processors for STRABAG SE as the controller, will process the data solely in accordance with STRABAG SE's instructions. To the extent required by law, STRABAG SE has entered into commissioned data processing agreements with such service providers to process data on behalf of STRABAG SE.

The execution, performance and, if necessary, the reversal of the steps and measures described above requires publications, transfers and registrations of value rights as well as the execution of payments, some of which are public or may be inspected by persons with a legitimate interest or require the disclosure of data to third parties (e.g. banks, notaries and lawyers).

Shareholder data will be made anonymous or deleted as soon as it is no longer necessary for the purposes for which it was collected or processed and unless other legal obligations or the assertion of legal or contractual rights or proof of their fulfilment require further retention. Obligations to provide evidence and retain records arise in particular under company, stock corporation, takeover, stock exchange and sanctions laws, from tax and customs law and under money laundering regulations. As long as legal claims can be or are or were asserted by shareholders against STRABAG SE, or vice versa by STRABAG SE against shareholders, the retention of personal data serves the purpose of safeguarding STRABAG SE's own rights and, if necessary, the reversal of the contracts, steps and measures described above, as well as the fulfilment of obligations resulting from court rulings. In connection with legal proceedings before civil courts and administrative authorities, this may result in the retention of data for the duration of the statute of limitations plus the duration of the legal or administrative proceedings until their final conclusion and until the fulfilment of any obligations or rights arising therefrom.

Every shareholder has the right of access, rectification, restriction, objection and erasure at any time in relation to the processing of personal data, as well as the right to data portability in accordance with Chapter III of the GDPR. Shareholders may exercise these rights free of charge by contacting STRABAG SE by email at investor.relations@strabag.com or by using the contact details below:

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Fax: +43 (1) 22422 1177

In addition, shareholders have the right to lodge a complaint with the data protection authority pursuant to Article 77 of the GDPR and section 24 of the Austrian Data Protection Act.

Please refer to the privacy policy on the website of STRABAG SE www.strabag.com for further information on data protection.

8. Applicable law and place of jurisdiction

The rights and obligations of the holders of value rights and STRABAG SE are subject to Austrian law to the exclusion of the conflict of law rules of Austrian private international law. The place of fulfilment is Vienna, Austria.

For all legal disputes in connection with these terms and conditions of settlement, the court in Vienna with jurisdiction for commercial matters shall have exclusive jurisdiction - to the extent permitted by law and/or unless another compulsory place of jurisdiction applies (cf. in particular Section 83a JN).

For actions brought by a consumer against STRABAG SE, the court with subject-matter and local jurisdiction at the place of residence of the consumer or at the registered office of STRABAG SE or another court with jurisdiction based on the statutory provisions shall have jurisdiction at the choice of the consumer - to the extent permitted by law and/or unless another mandatory place of jurisdiction arises (cf. in particular Section 83a JN).

Villach, March 2024

The Management Board