

STRABAG SE
Villach, FN 88983 h

Statement from the Supervisory Board of STRABAG SE concerning the draft resolutions proposed in supplementary agenda item 8: Management Board authorisations in connection with the acquisition and sale of own shares

Following a petition submitted by the shareholder Haselsteiner Familien-Privatstiftung, the agenda for the Annual General Meeting on 24 June 2022 includes the following Agenda Item 8

Resolution to authorise the Management Board

- a) to acquire own shares, in accordance with Section 65 Para 1 No 8 as well as Para 1a and 1b of the Austrian Stock Corporation Act (AktG), on the stock exchange, by public tender or in any other manner to the extent of up to 10 % of the share capital, excluding any proportionate selling rights that may accompany such an acquisition (reverse exclusion of subscription rights),
- b) to reduce the share capital by withdrawing own shares acquired without a further resolution by the General Meeting, and
- c) to sell or assign own shares in accordance with Section 65 Para 1b AktG in a manner other than on the stock market or through a public tender.

The shareholder Haselsteiner Familien-Privatstiftung has submitted the following draft resolutions regarding this agenda item, each of which is to be voted on separately:

1. The Management Board shall be authorised, in accordance with Section 65 Para 1 No 8 as well as Para 1a and 1b of the Austrian Stock Corporation Act (AktG), to acquire no-par value bearer or registered shares of the company on the stock exchange, by public tender or in any other manner to the extent of up to 10 % of the share capital during a period of 30 months from the date of this resolution at a minimum price of € 1.00 per share (= calculated value of one share in proportion to the share capital) and a maximum price of no more than € 42.00 per share. The purpose of the acquisition may not be to trade with own shares. This authorisation may be exercised once or several times, in full or in part or in several partial amounts, and in pursuit of one or several purposes by the company, by a subsidiary (Section 189a Para 7 of

the Austrian Commercial Code (UGB)) or by third parties acting on behalf of the company. The authorisation will be exercised by the Management Board in such a way that the proportion of the share capital associated with the shares acquired by the company on the basis of this authorisation or otherwise may not exceed 10 % of the share capital at any time.

An acquisition may be decided by the Management Board; the Supervisory Board must be subsequently informed of this decision.

2. The Management Board shall be authorised, with regard to the acquisition of no-par value bearer or registered shares of the company (resolution item 1), to exclude the shareholders' proportionate selling rights that may accompany such an acquisition (reverse exclusion of subscription rights). An acquisition under exclusion of the proportionate selling rights (reverse exclusion of subscription rights) is subject to the prior consent of the Supervisory Board.
3. The Management Board shall be authorised, to withdraw, with the consent of the Supervisory Board, all or part of the own shares acquired by the company without a further resolution by the General Meeting.
4. The Management Board shall be authorised, for a period of five years from this resolution, to sell or assign its own shares, with approval by the Supervisory Board, in accordance with Section 65 Para 1b AktG in a manner other than on the stock market or through a public tender, to the exclusion of the shareholders' buyback rights (subscription rights), and to determine the conditions of sale. The authorisation may be exercised once or several times, in full or in part or in several partial amounts, and in pursuit of one or several purposes by the company, by a subsidiary (Section 189a Para 7 UGB) or by third parties acting on behalf of the company.

The shareholder justifies its draft resolution with the fact that Management Board authorisations by the General Meeting in connection with the acquisition and sale of own shares represent a common instrument for publicly listed companies to respond quickly and flexibly to market conditions.

In the opinion of the Supervisory Board of STRABAG SE, it is in the interest of the company and its shareholders for the company to obtain the proposed authorisations in connection with the acquisition and sale of own shares.

The Management Board of STRABAG SE has submitted a detailed report in which the proposed authorisations for a possible exclusion of the purchase rights (exclusion of subscription rights) and a possible exclusion of the shareholders' proportionate selling rights (reverse exclusion of subscription rights) are justified. The report will be published on the company's website. The report sets out in detail the interests of the company and the factual justification for these authorisations.

The Supervisory Board therefore supports the draft resolutions submitted by the shareholder Haselsteiner Familien-Privatstiftung concerning the authorisations in connection with the acquisition and sale of own shares.

Vienna, May 2022

The Supervisory Board

For questions or additional information, contact Investor Relations:

MMag. Marianne Jakl
Head of Corporate Communications
Press Officer
STRABAG SE
Donau-City-Str. 9
1220 Wien
Austria
Tel. +43 1 22422-1174
Fax +43 1 22422-1177
marianne.jakl@strabag.com