

**STRABAG SE**  
Villach, FN 88983 h

**Draft Resolutions of the Supervisory Board for the  
11th Annual General Meeting  
12 June 2015**

- 1. Presentation of the annual financial statements, including the management report and 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 2014 financial year**

A vote on this agenda item is not required.

- 2. Resolution concerning the appropriation of the balance sheet profit**

The 2014 financial year closed with a balance sheet profit in the amount of € 57.000.000,00.

The supervisory board proposes, for approval by the Annual General Meeting, a dividend in the amount of € 0.50 per no-par share (entitled to dividend).

The remainder shall be carried forward to new account.

The dividend payment date is 22 June 2015; the ex-dividend date is 19 June 2015.

- 3. Resolution concerning the approval of the actions of the members of the management board for the 2014 financial year**

The supervisory board proposes to approve the actions of the members of the management board who held the position in the 2014 financial year for this period.

- 4. Resolution concerning the approval of the actions of the members of the supervisory board for the 2014 financial year**

The supervisory board proposes to approve the actions of the members of the supervisory board who held the position in the 2014 financial year for this period.

**5. Selection of the auditor of the financial statements and group financial statements for the 2015 financial year**

The supervisory board proposes the appointment of KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Linz, as auditor of the financial statements and group financial statements for the 2015 financial year.

**6. Supervisory board elections**

In accordance with Section 9 Paragraph 1 of the Articles of Association, the supervisory board consists of a maximum of six members elected by the Annual General Meeting or designated by shareholders. To date, the supervisory board has consisted of four members elected by the Annual General Meeting and two members designated by shareholders for a total of six members in addition to those members designated in accordance with the Austrian Labour Constitution Act (ArbVG).

The end of the upcoming Annual General Meeting marks the end of the terms in office for the supervisory board members Mag. Hannes Bogner, Mag. Kerstin Gelbmann, Dr. Alfred Gusenbauer and Ing. Siegfried Wolf.

At the coming Annual General Meeting, the election of four members will be required in order to maintain the current number of members.

The supervisory board proposes filling the mandates so that after the elections in the Annual General Meeting on 12 June 2015 the supervisory board will again consist of six members elected by the Annual General Meeting or designated by shareholders.

The following candidate proposal by the supervisory board is based on a recommendation by the presidential and nomination committee. The recommendation was made on the basis of the standards of the Corporate Governance Code.

The supervisory board proposes Mag. Hannes Bogner, Mag. Kerstin Gelbmann, Dr. Alfred Gusenbauer and William R. Spiegelberger for election to the supervisory board for a term in office lasting until the end of the Annual General Meeting that votes on the approval of board member actions for the 2019 financial year.

It is planned to vote separately on each of the positions to be filled (four positions) during the upcoming Annual General Meeting.

The right is reserved to propose a ranking of the candidates for the individual positions.

All candidates have submitted a candidate statement pursuant to Section 87 Paragraph 2 of the Austrian Stock Corporation Act (AktG). The statements are available on the company's website.

The Annual General Meeting is bound to candidate proposals in the following manner: Candidate proposals for the supervisory board elections including the candidate statements pursuant to Section 87 Paragraph 2 of the Austrian Stock Corporation Act (AktG) must be made available for each candidate no later than 5 June 2015 on the company's website, failing which the candidate in question may not be included in the vote. This also applies to proposals made by shareholders pursuant to Section 110 of the Austrian Stock Corporation Act (AktG), which must be received by the company in writing no later than 2 June 2015. Regarding individual details and requirements for such proposals, shareholders are advised to consult the "Information regarding the rights of shareholders under Sections 109, 110, 118 and 119 of the Austrian Stock Corporation Act (AktG)/Draft resolutions by shareholders pursuant to Section 110 of the Austrian Stock Corporation Act (AktG)".

Vienna, 27 April 2015

The Supervisory Board