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Declaration of Subscription and Assignment

STRABAG SE

Option of distribution from the capital reduction
in the form of new shares resulting from a non-cash capital increase (Subscription Offer)

To

(Name of the custodian credit institution)
(“Custodian Bank”)

_____/2023
(Day/Month/Year)

Dear Sir or Madam,

On 11 September 2023, STRABAG SE (also referred to as the “**Company**”) published a request addressed to shareholders with distribution entitlements to choose a distribution from the capital reduction in the form of new shares from a non-cash capital increase (subscription offer) on the electronic announcement and information platform of the Federal Government (EVI) and on the Company’s website (www.strabag.com > Investor Relations > Annual General Meeting 2023) (the “**Subscription Offer**”).

In addition, STRABAG SE prepared and published on its website a Prospectus Exemption Document in accordance with the requirements of Article 1(4)(h) and (5)(g) of Regulation (EU) 2017/1129 (EU Prospectus Regulation) in conjunction with section 13 (6) of the of the Austrian Capital Market Act (KMG) and section 4 of the Austrian Minimum Content, Publication and Language Regulation (MVSV) (the “**Prospectus Exemption Document**”).

The ordinary capital reduction resolved by the Annual General Meeting of the Company on 16 June 2023 for the purpose of repayment to shareholders has been entered in the commercial register effective 7 September 2023. Furthermore, the resolution on the ordinary non-cash capital increase adopted by the Annual General Meeting of the Company on 16 June 2023 has been entered in the commercial register effective 8 September 2023.

After expiry of the six-month waiting period pursuant to section 178 (2) of the Austrian Stock Corporation Act, and subject to the further conditions set forth in the resolution of the Annual General Meeting of 16 June 2023, shareholders of STRABAG SE entitled to distributions are entitled to a distribution of EUR 9.05 (the “**Distribution Entitlement**”) per share of STRABAG SE entitled to a distribution (ISIN AT000000STR1; the “**Shares**”).

In accordance with the resolution of the Annual General Meeting of the Company of 16 June 2023 and the Subscription Offer, each shareholder entitled to a distribution may, within the subscription period, choose whether the Distribution Entitlement related to shares entitled to a distribution is to be satisfied in the form of new shares of STRABAG SE (the “**New Shares**”) (the “**Right to Choose**”).

The subscription price at which shareholders may exercise their Subscription Right (Right to Choose) was set at EUR 36.20 per New Share, with the possibility of subscribing for one New Share for every four existing shares (subscription ratio 4:1) (“**Subscription Ratio**”). The non-cash contribution to be raised for the receipt of New Shares thus comprises 4 Distribution Entitlements in the total nominal amount of EUR 9,05 per share entitled to a distribution.

1. Exercise of Subscription Rights / Exercise of the Right to Choose to receive New Shares

On the basis of the terms and conditions of the Subscription Offer and the Prospectus Exemption Document, I/we (hereinafter referred to as the “**Shareholder**”)

First name, last name (*natural person*): _____

Company name (*legal entity*): _____

Address: _____

Date of birth (*natural person*): _____

Registration number and register (*legal entity*): _____

hereby unconditionally and irrevocably choose

to receive distribution in New Shares with regard to _____ shares credited in my/our securities account (“**Tendered Shares**”) (*if you do not enter a number of shares, all shares in your securities account will be tendered*)

and to exercise the Subscription Right accordingly and to assign and transfer claims to the distribution of such shares to Erste Group Bank AG, FN 33209m, Am Belvedere 1, 1100 Vienna, as the settlement agent appointed by STRABAG SE (“**Settlement Agent**”).

The Tendered Shares are booked in securities account no. _____ at the Custodian Bank.

Acceptance of the Subscription Offer (exercise of the Right to Choose) is irrevocable and cannot be amended, cancelled or revoked.

2. Instruction and authorisation for Erste Group Bank AG to act as Settlement Agent

Pursuant to the settlement agent agreement concluded between STRABAG SE and Erste Group Bank AG (Settlement Agent), the Settlement Agent has undertaken – after expiry of the six-month waiting period and subject to the fulfilment of certain conditions – to enter into an agreement with STRABAG SE concerning the funding of the non-cash contribution, to raise the non-cash contribution for the issue of New Shares by waiving those Distribution Entitlements which the shareholders of the Company have assigned to Erste Group Bank AG by accepting the Subscription Offer (exercising the Right to Choose), and to subscribe for the New Shares in accordance with the Subscription Ratio.

The non-cash capital increase will be carried out in such a way that, after subscription of the New Shares and registration of the capital increase in the commercial register, the Settlement Agent will be obliged (indirect subscription right pursuant to section 153 (6) of the Austrian Stock Corporation Act) to transfer the New Shares thus subscribed for to the securities accounts of the shareholders for those shares for which the Subscription Right (Right to Choose) has been exercised in accordance with the Subscription Ratio.

The Shareholder hereby unconditionally and irrevocably instructs and authorises Erste Group Bank AG as Settlement Agent, in its capacity as trustee for the Shareholders of the Company who have accepted the Subscription Offer, to raise the non-cash contribution of the capital increase by waiving the assigned and transferred Distribution Entitlements in its own name but for the Shareholder's account, to subscribe for the New Shares of the Company in accordance with the Subscription Ratio and, after subscription for the New Shares and entry of the implementation of the non-cash capital increase in the commercial register, to transfer the New Shares thus subscribed for in accordance with the Subscription Ratio (4 : 1) to the securities accounts of the Shareholders for those shares for which the Subscription Right (Right to Choose) has been exercised via OeKB CSD GmbH.

Erste Group Bank AG, as the Settlement Agent, accepts the assignment of the Distribution Entitlements as well as the instructions and authorisations upon subscription for the New Shares. The Shareholder hereby waives receipt of a declaration of acceptance from Erste Group Bank AG.

3. Transfer of the Tendered Shares to the separate ISIN AT0000A36HH9 “STRABAG SE – Distribution Share-Based Option”

The Shareholder hereby instructs the Custodian Bank to transfer the Tendered Shares (ISIN AT000000STR1) for which the Subscription Right (Right to Choose) was exercised to the Settlement Agent, either directly or via OeKB CSD GmbH, no later than on the fifth trading day (trading days on the Vienna Stock Exchange) after expiry of the subscription period (6 October 2023) by 15:30 (CEST) at the latest, for purposes of settling the Subscription Offer and concurrently entering the corresponding amount of Tendered Shares under ISIN AT0000A36HH9 “STRABAG SE – Distribution Share-Based Option”.

The Shareholder acknowledges, agrees and confirms that

- (i) upon receipt of the Declaration of Subscription and Assignment, the Custodian Bank will retain the Tendered Shares (ISIN AT000000STR1) blocked in the Shareholder's securities account until the Tendered Shares have been transferred to the Settlement Agent for purposes of transferring the Tendered Shares to the new ISIN AT0000A36HH9 “STRABAG SE – Distribution Share-Based Option”; and

- (ii) the Tendered Shares with the new ISIN AT0000A36HH9 “STRABAG SE – Distribution Share-Based Option” are expected to be tradable and deliverable in the Standard Market Auction segment of the Vienna Stock Exchange from the fifth trading day after expiry of the subscription period (i.e. expected from 6 October 2023); and
- (iii) until delivery of the New Shares, the Tendered Shares will be listed under ISIN AT0000A36HH9 “STRABAG SE – Distribution Share-Based Option” and will only thereafter be re-listed under the regular ISIN AT000000STR1.

The Shareholder further acknowledges and confirms that the Subscription Right (Right to Choose) will be exercised in a timely and effective manner if

- (i) the Declaration of Subscription and Assignment is received by the relevant Shareholder’s Custodian Bank within the subscription period; and
- (ii) no later than on the second trading day after expiry of the subscription period (3 October 2023) by 15:30 (CEST), the relevant Shareholder’s Custodian Bank has forwarded the acceptance of the Subscription Offer (exercise of the Right to Choose), including complete Shareholder Data (as defined below), as well as the number of client orders and the total number of shares of such Declarations of Subscription and Assignment received by the Custodian Bank during the subscription period, to the Settlement Agent; and
- (iii) no later than on the fifth trading day after expiry of the Subscription Period (6 October 2023) by 15:30 (CEST), the Custodian Bank has transferred, either directly or via OeKB CSD GmbH, the existing shares (ISIN AT000000STR1) for which the Subscription Right (Right to Choose) has been exercised to the Settlement Agent for settlement of the Subscription Offer and against entry of the corresponding number of Tendered Shares listed under ISIN AT0000A36HH9 “STRABAG SE – Distribution Share-Based Option”.

4. Disclosure statement and release from banking secrecy (section 38 BWG)

The Shareholder hereby instructs the Custodian Bank, and consents to and releases the Custodian Bank from its obligation to maintain banking secrecy in this respect (section 38 of the Austrian Banking Act (BWG)) or any applicable comparable provisions under foreign law, so that the Custodian Bank may transmit the following data to STRABAG SE and the Settlement Agent in addition to the name of the Custodian Bank and the securities account number: Shareholder name and date of birth (in the case of individuals) or company name, registration number and register (in the case of legal entities) and shareholder address (the “**Shareholder Data**”).

The Shareholder acknowledges that the exercise of the Right to Choose by Shareholders whose Shareholder Data is not submitted, is not submitted in full or is not submitted in a timely manner will be deemed by STRABAG SE to have not been validly performed and that the Shares attributable thereto will not be transferred to the separate ISIN for Tendered Shares and that therefore no New Shares will be allocated for such exercise of the election option.

My/our consent to any future transfer or release of data may be revoked at any time in writing to the credit institution with immediate effect.

If the above consent is revoked at a later date, the Shareholder acknowledges that any information already provided is not covered by such revocation.

5. Additional statements and confirmations

The Shareholder acknowledges and confirms that the Shareholder can no longer dispose of the assigned Distribution Entitlements as a consequence of the assignment of such Distribution Entitlements to the Settlement Agent.

The Shareholder further declares that the Distribution Entitlements in respect of the Tendered Shares are free from rights of third parties, that the Shareholder can freely dispose of such Distribution Entitlements and that the Shareholder has not given any commitment to third parties to otherwise dispose of such Distribution Entitlements.

The Shareholder declares, warrants and further confirms that

- a) the Tendered Shares (ISIN AT000000STR1) were not held by MESCHDUNARODNAJA KOMPANIJA AKZIONERNOE OBSCHTSHESTVO "RASPERIA TRADING LIMITED" [MKAO "Rasperia Trading Limited"], registration number (OGRN) 1193926007153, Russian Federation, on the day the resolution on the capital reduction was entered in the commercial register (7 September 2023), nor are they so held on today's date, and (ii) are and were not held by any other person, entity or body subject to Council Regulation (EU) No. 269/2014 of 17 March 2014 concerning restrictive measures in respect of acts undermining or threatening the territorial integrity, sovereignty and independence of Ukraine (the "**EU Sanctions Regulation**") or any other EU sanctions;
- b) he or she has exercised the Subscription Right (Right to Choose) (decision on subscription and assignment) on the basis of the Subscription Offer, the current version of the Prospectus Exemption Document (including any updates and supplements thereto) as well as the documents referred to therein and publicly available information concerning STRABAG SE and STRABAG SE shares, and he or she acknowledges that no prospectus within the meaning of Regulation (EU) 2017/1129 (EU Prospectus Regulation) or comparable foreign regulations will be published in connection with the issuance and listing of the New Shares;
- c) it is acknowledged that the exercise of the Subscription Right (Right to Choose) and the distribution of information relating thereto are subject to legal restrictions in various jurisdictions and that the Shareholder has informed himself/herself of such restrictions and has complied, and will comply, with any such restrictions and, in particular, it is acknowledged that the Subscription Offer and the Prospectus Exemption Document do not constitute an offer to buy or the solicitation of an offer to buy securities to any person in the United States of America, Australia, Japan or any other jurisdiction in which such offer or solicitation would be unlawful, and that neither the Shareholder nor any person acting in the name of or on behalf of the Shareholder is exercising the Subscription Right (Right to Choose) to subscribe for New Shares (submitting the Declaration of Subscription and Assignment) from any such jurisdiction, except in the United States of America to qualified institutional buyers (QIBs) as defined in Rule 144A under the Securities Act or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act or the applicable exemption provisions of any other jurisdiction, and only in a transaction that is not in violation of the applicable securities laws of any state of the United States of America or any other country;

- d) he or she is aware and acknowledges that neither the Subscription Rights nor the New Shares have been or will be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or with any state or federal securities commission and may not at any time be offered, sold, exercised, pledged, transferred or delivered, directly or indirectly, in or into the United States of America or any other jurisdiction in which it would be unlawful to do so, except within the United States of America to qualified institutional buyers (QIBs) as defined in Rule 144A under the Securities Act or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act or the applicable exemption provisions of any other jurisdiction, and only in a transaction that is not in violation of the applicable securities laws of any state of the United States of America or any other country;

- e) he or she is aware that this Declaration of Subscription and Assignment is only valid if the text is not altered, the fields provided for are completed in full and the Declaration of Subscription and Assignment is signed in a legally binding manner.

6. Transmission to Erste Group Bank AG

The Shareholder hereby instructs the Custodian Bank to submit the statements, confirmations and assurances pursuant to this Declaration of Subscription and Assignment by sending a collective Declaration of Subscription and Assignment to Erste Group Bank AG as the Settlement Agent.

Place _____ Date _____

Signature (for joint custody accounts – signature of all custody account holders)