

Invitation to the 5th Annual General Meeting of STRABAG SE

We invite our shareholders to attend our 5th Annual General Meeting, which will take place on Friday, 19 June 2009, at 10 a.m. at Wiener Stadthalle, Halle F, Vogelweidplatz 14, 1150 Vienna.

Agenda

Agenda Item 1: Presentation of the approved annual financial statements including management report, the consolidated financial statements including management report on the 2008 financial year, and the supervisory board report on the 2008 financial year.

Agenda Item 2: Resolution as to the appropriation of the balance sheet profit (unappropriated net profit).

Agenda Item 3: Resolution as to the approval of the actions of the members of the management board for the 2008 financial year.

Agenda Item 4: Resolution as to the approval of the actions of the members of the supervisory board for the 2008 financial year.

Agenda Item 5: Selection of the auditor and group financial auditor for the 2009 financial year.

Agenda Item 6:

- a. Resolution as to the authorisation of the management board, in accordance with Sec 65 Para 1 No 8 of the Austrian Stock Corporation Act (AktG), to acquire bearer or registered no-par shares up to the maximum extent legally permitted, during a period of 30 months from the day of this resolution at a minimum price of no more than 20 %

below and a maximum price of no more than 10 % above the average stock market closing price of the three days of trading preceding the buyback.

- b. The management board shall be authorised, for a period of five years from this resolution, to sell or assign its own shares in a manner other than on the stock market or through a public tender, to the exclusion of the shareholders' subscription rights.
- c. The management board shall further be authorised to reduce the share capital of the company by up to € 11,400,000 by withdrawing up to 11,400,000 own bearer or registered no-par shares in accordance with Sec 65 Para 1 No 8 last sentence in connection with Sec 192 of the Austrian Stock Corporation Act (AktG) without further resolution by the Annual General Meeting. The supervisory board shall be authorised to determine the necessary changes to the Articles of Association required upon the withdrawal of the shares.

Agenda Item 7: Resolution as to

- a. the authorisation of the management board, with the approval of the supervisory board, to increase the share capital of the company by up to € 57,000,000 by 19 June 2014, in several tranches if necessary, by issuing up to 57,000,000 registered no-par shares for cash or contributions in kind, in the latter case especially for investments, enterprises, businesses and business segments, also to the partial or full exclusion of the shareholders' subscription rights. The exercise, issue price and conditions of issue shall be determined with the approval of the supervisory board. The supervisory board shall be authorised to determine the necessary changes to the Articles of Association required upon the issuance of shares from the approved capital;
- b. the corresponding change to the Articles of Association in Sec 4 Para (1) Capital Stock and Shares would be as follows:

„(1) The share capital of the company shall be € 114,000,000 and is divided into 113,999,997 no-par bearer shares and three no-par registered shares bearing the numbers 1, 2 and 3.

The management board shall be authorised, with the approval of the supervisory board, to increase the share capital of the company by up to € 57,000,000 by 19 June 2014, in several tranches if necessary, by issuing up to 57,000,000 registered no-par shares for cash or contributions in kind, in the latter case especially for investments, enterprises, businesses and business segments,

also to the partial or full exclusion of the shareholders' subscription rights. The exercise, issue price and conditions of issue shall be determined with the approval of the supervisory board. The supervisory board shall be authorised to determine the necessary changes to the Articles of Association required upon the issuance of shares from the approved capital."

PARTICIPATION AT THE ANNUAL GENERAL MEETING

Pursuant to Sec 17 of the Articles of Association of STRABAG SE, shareholders may participate in the Annual General Meeting if, at the latest by Monday, 15 June 2009, they deposit their shares with STRABAG SE, with a public notary in Austria or with the main branch of a domestic credit institution until the end of the Annual General Meeting. Deposition shall also be considered duly effected if the shares are, with the consent of a depositary institution, held as blocked at other banks until the conclusion of the General Meeting. The depositary institutions must send a statement of deposition at the latest by Tuesday, 16 June 2009 to STRABAG SE – by fax to +43 (0)1 31 002 91 or per e-mail to anmeldestelle@strabag.com.

ANNUAL REPORT

The 2008 annual report, including the consolidated financial statements and group management report, the 2008 financial statements including management report are available immediately from STRABAG SE, Donau-City-Strasse 9, A-1220 Vienna or for download from the STRABAG SE group website at www.strabag.com -> [Investor Relations](#) -> [Reports](#) as well as at the payment office, Raiffeisen Centrobank AG, Tegetthoffstraße 1, A-1015 Vienna.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

Pursuant to Sec 83 Para 2 No 1 of the Austrian Stock Exchange Act (BörseG), STRABAG SE further announces that the company issued 114,000,000 no par value shares and that each share is granted one vote. Each shareholder who has registered for the Annual General Meeting in due time according to the above rules is authorised to participate in the Annual General Meeting either him/herself or through a legitimate proxy with a written power of attorney (voting proxy) and to exercise the shareholders rights granted him/her by law (in particular voting rights and the right to ask questions).

PROXY VOTING

As a special service, the shareholders of STRABAG SE may exercise their voting rights through an independent representative, specifically by the notary Mag. Harald Stefan, Krausegasse 5, 1110 Vienna. A corresponding proxy voting form as well as further information is available from STRABAG SE, Donau-City-Strasse 9, A-1220 Vienna, and additionally for download online at the STRABAG SE group website at www.strabag.com -> Investor Relations -> Annual General Meeting.

Villach, May 2009

The Management Board of STRABAG SE
(ISIN: AT000000STR1)