

**Haselsteiner Familien-Privatstiftung  
FN 67948 z  
Ortenburgerstraße 27, 9800 Spittal/Drau**

Attachment 1 – Draft resolutions and explanatory statements to the petition to amend the agenda in accordance with Section 109 of the Austrian Stock Corporation Act (AktG)

By courier / in advance by e-mail

To the Management Board of  
STRABAG SE  
Triglavstraße 9  
9500 Villach

Spittal/Drau, 19 May 2022

**18<sup>th</sup> Annual General Meeting of STRABAG SE on 10 June 2022  
Draft resolutions and explanatory statements to the petition from  
shareholder Haselsteiner Familien-Privatstiftung to amend the agenda in  
accordance with Section 109 of the Austrian Stock Corporation Act (AktG)**

Dear Members of the Board,

In connection with its petition to amend the agenda of the 18<sup>th</sup> Annual General Meeting of STRABAG SE on 10 June 2022, Haselsteiner Familien-Privatstiftung, as a shareholder of STRABAG SE (hereinafter the "Shareholder"), submits the following draft resolutions and explanatory statements for the agenda items proposed below in accordance with Section 109 Para 1 AktG:

**Draft resolutions and explanatory statements**

**To agenda item *“Election of four members to the Supervisory Board”***

In accordance with Section 109 Para 1 AktG, the shareholder proposes and requests that the Annual General Meeting adopt the following resolutions:

1. The number of members of the Supervisory Board elected by the General Meeting shall be increased from three to four within the limits set out in the Articles of Association.
2. Mag. Erwin Hameseder, born on 28 May 1956, shall be elected to the Supervisory Board of STRABAG SE with effect from the end of today's Annual General Meeting until the end of the Annual General Meeting that votes on the approval of board member actions for the 2027 financial year.
3. Dr. Andreas Brandstetter, born on 23 June 1969, shall be elected to the Supervisory Board of STRABAG SE with effect from the end of today's Annual General Meeting until the end of the Annual General Meeting that votes on the approval of board member actions for the 2027 financial year.
4. Mag. Kerstin Gelbmann, born on 30 May 1974, shall be elected to the Supervisory Board of STRABAG SE with effect from the end of today's Annual General Meeting until the end of the Annual General Meeting that votes on the approval of board member actions for the 2027 financial year.
5. Mag. Gabriele Schallegger, born on 19 April 1972, shall be elected to the Supervisory Board of STRABAG SE with effect from the end of today's Annual General Meeting until the end of the Annual General Meeting that votes on the approval of board member actions for the 2027 financial year.

**Explanatory statements:**

In accordance with Section 9 Para 1 of the Articles of Association, the Supervisory Board consists of a maximum of six members elected by the Annual General Meeting or delegated by shareholders. In accordance with the resolution passed by the Extraordinary General Meeting of 5 May 2022, the Supervisory Board is composed of three members elected by the General Meeting and one member delegated by the shareholders for a total of four members (shareholder representatives), in addition to the members delegated in accordance with the Austrian Labour Constitution Act (ArbVG).

The number of members of the Supervisory Board elected by the General Meeting is to be increased within the limits set by the Articles of Association. In accordance with Section 87 Para 1 AktG and Section 9 Para 1 of the Articles of

Association of the Company, a vote is therefore required prior to the election of Supervisory Board members on the increase of the number of elected members of the Supervisory Board.

The draft resolution item 1 is submitted in accordance with Section 9 Para 1 of the Articles of Association of the Company and Section 87 Para 1 AktG for this purpose. Following this resolution on the increase of the number of elected members of the Supervisory Board from three to four, one additional member of the Supervisory Board is to be elected by the General Meeting in order to reach this number.

Supervisory Board member Mag. Erwin Hameseder, delegated by the holder of registered share no. 1, has resigned from his office as a member of the Supervisory Board of STRABAG SE with effect from the end of the Annual General Meeting on 10 June 2022 in order to stand for election to the Supervisory Board at the upcoming Annual General Meeting on 10 June 2022 instead. For this purpose, the shareholder submits proposal item 2.

The shareholder also proposes an early extension of the mandates of two currently elected members and to elect one new member to the Supervisory Board, thereby proposing the election of a total of four members to the Supervisory Board. For this purpose, the shareholder submits proposal items 3 to 5.

The terms of office of the Supervisory Board members elected by the General Meeting, Dr. Andreas Brandstetter and Mag. Kerstin Gelbmann, expire at the end of the General Meeting that votes on the approval of board member actions for the 2022 financial year, i.e. the Annual General Meeting in 2023.

To ensure the corresponding continuity in the Supervisory Board, the shareholder proposes early extensions of the terms of the elected members of the Supervisory Board, Dr. Andreas Brandstetter and Mag. Kerstin Gelbmann, until the end of the Annual General Meeting that votes on the approval of board member actions for the 2027 financial year (proposal items 3 and 4). This also has the effect of harmonising the periods of office for all members of the Supervisory Board elected by the General Meeting.

The elected member of the Supervisory Board Dr. Alfred Gusenbauer has declared his intention to resign from his office as an elected member of the Supervisory Board of STRABAG SE with effect from the end of the Annual General Meeting on 10 June 2022. He has made his resignation subject to the condition that a new member is elected to the Supervisory Board for the vacant position by the Annual General Meeting of STRABAG SE on 10 June 2022. It is intended for Dr. Alfred Gusenbauer to remain on the Supervisory Board of STRABAG SE, for which purpose he will be delegated to the Supervisory Board by the holder of registered share no. 1.

Item 5 therefore proposes that Mag. Gabriele Schallegger be elected to the Supervisory Board of STRABAG SE with effect from the end of today's Annual General Meeting until the end of the Annual General Meeting that votes on the approval of board member actions for the 2027 financial year.

Following the Annual General Meeting on 10 June 2022, the Supervisory Board would thus consist of four members elected by the Annual General Meeting, in addition to the members delegated in accordance with the Austrian Labour Constitution Act (ArbVG). A further member would be represented on the Supervisory Board through the intended exercise of the right of delegation of registered share no. 1. This proposal also helps to ensure a corresponding continuity in the Supervisory Board.

In accordance with Section 87 Para 2 AktG, the curricula vitae and the declarations from the candidates for election are attached.

The minimum proportion requirement in accordance with Section 86 Para 7 AktG regarding gender representation in the composition of the Supervisory Board is not applicable to STRABAG SE. In selecting the proposed candidates, due consideration was given to the requirements of the Austrian Stock Corporation Act regarding professional and personal qualifications, the professionally balanced composition of the Supervisory Board, aspects of diversity of the Supervisory Board as well as the experience and internationality of the members.

**To the agenda item “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.”**

In accordance with Section 109 Para 1 AktG, the shareholder proposes and requests that the Annual General Meeting adopt the following resolutions, each of which must be voted on separately:

1. The Management Boars 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.

**Explanatory statements:**

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. The authorisation to acquire and sell own shares, in combination with the Management Board authorisation, subject to the consent of the Supervisory Board, to exclude the shareholders' selling rights when acquiring own shares and also exclude the shareholders' purchase rights (subscription rights) when selling own shares, shall make this instrument available to the company.

The Management Board shall submit a written report in connection with the Management Board authorisation to exclude the shareholders' proportionate selling rights when acquiring own shares and to exclude the shareholders' proportionate purchase rights (exclusion of subscription rights) when selling own shares (Section 65 Para 1b in conjunction with Section 170 Para 2 and Section

153 Para 4 AktG). This written report of the Management Board will be published on the website of the company.

Yours faithfully,

Haselsteiner Familien-Privatstiftung

Attached:

- 1 Declaration of Mag. Hameseder in accordance with Section 87 Para 2 AktG
- 2 Declaration of Dr. Brandstetter in accordance with Section 87 Para 2 AktG
- 3 Declaration of Mag. Gelbmann in accordance with Section 87 Para 2 AktG
- 4 Declaration of Mag. Gabriele Schalleger in accordance with Section 87 Para 2 AktG

For submission to the  
18<sup>th</sup> Annual General Meeting of STRABAG SE  
to be held on 10 June 2022

**Declaration in accordance with Section 87 Para 2 AktG**

Section 87 Para 2 of the Austrian Stock Corporation Act (AktG) requires that I, before election to the Supervisory Board of STRABAG SE during the Annual General Meeting on 10 June 2022, present information about my professional qualifications, my professional or comparable functions, as well as any and all circumstances that could provide grounds for concern in respect to potential bias, prejudice or conflict of interest.

As documentation of my professional qualifications and information of my professional or comparable functions, reference is made to the enclosed curriculum vitae.

In accordance with Section 87 Para 2 AktG, I declare that, in my opinion, no circumstances exist that could give rise to concerns about bias on my part. In this context, I also confirm that I meet the criteria for independence in accordance with the Austrian Code of Corporate Governance (C-Rule 53 as well as Appendix 1 "Guidelines for Independence").

There are no grounds for exclusion or impediments to appointment as defined in Section 86 AktG.

I further declare in lieu of an oath that I have not been convicted of a punishable offence as defined by Section 87 Para 2a last sentence AktG that could call into question my professional reliability.

In the event that I am elected, I gladly accept the position.

Yours faithfully,

Vienna, 17 May 2022

Mag. Erwin Hameseder

Enclosed:

CV



Hameseder, Erwin Mag.

Chairman of Raiffeisen-Holding NÖ-Wien

Mag. Erwin Hameseder was born in 1956 in Mühldorf

Education:

University of Vienna, Degree in Law

Employment history:

Austrian Armed Forces:

1975–1987	Austrian Armed Forces
2002	Promotion to colonel
2006	Promotion to brigadier
2017	Promotion to major general

Since 2015 militia officer in the Austrian Armed Forces

Raiffeisen:

1987–1988	Legal department
1988–1991	Investment management
1991–1994	Department manager for investments
1994–2001	Managing Director Raiffeisenlandesbank NÖ-Wien reg.Gen.m.b.H.
2001–2012	Chairman of the Management (Director-General) of Raiffeisen-Holding NÖ-Wien reg.Gen.m.b.H.
2007–2012	Chairman (Director-General) of Raiffeisenlandesbank NÖ-Wien AG
since 4 May 2012	Chairman of Raiffeisen-Holding NO-Wien reg.Gen.m.b.H.
since 16 May 2014	Supervisory Board Chairman of Raiffeisenlandesbank NÖ-Wien AG
since 22 June 2017	Supervisory Board Chairman of Raiffeisen Bank International AG

Other activities:

Member of various supervisory boards, management boards and executive committees

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As documentation of my professional qualifications and information of my professional or comparable functions, reference is made to the enclosed curriculum vitae.

In accordance with Section 87 Para 2 AktG, I declare that, in my opinion, no circumstances exist that could give rise to concerns about bias on my part. In this context, I also confirm that I meet the criteria for independence in accordance with the Austrian Code of Corporate Governance (C-Rule 53 as well as Appendix 1 "Guidelines for Independence").

There are no grounds for exclusion or impediments to appointment as defined in Section 86 AktG.

I further declare in lieu of an oath that I have not been convicted of a punishable offence as defined by Section 87 Para 2a last sentence AktG that could call into question my professional reliability.

In the event that I am elected, I gladly accept the position.

Yours faithfully,

Vienna, 16 May 2022

Dr. Andreas Brandstetter

Enclosed:

CV

Andreas Brandstetter

UNIQA Insurance Group AG, Chairman of the Management Board (CEO)

UNIQA Österreich Versicherungen AG, Chairman of the Management Board (CEO)

Andreas Brandstetter, born in 1969, grew up in Schönberg am Kamp (Lower Austria). He lives in Vienna and is the father of three children.

### Employment history

Since 1 July 2020	UNIQA Österreich Versicherungen AG Chairman of the Management Board (CEO)
Since 1 Jan. 2020	UNIQA Insurance Group AG, Vienna Chairman of the Management Board (CEO) Innovation, Strategy & Transformation, New Business Areas (Health), Group General Secretary, Revision, Art Insurance
Since 1 June 2016	UNIQA Insurance Group AG, Vienna Chairman of the Management Board (CEO)# Innovation, Group Asset Management, Investor Relations, Group Communication, Group Marketing, Group Human Resources, Group Internal Audit, Group General Secretary
7/2011-5/2016	UNIQA Insurance Group AG, Vienna Chairman of the Management Board (CEO) Investor Relations, Group Communication, Group Marketing, Group Human Resources, Group Internal Audit, Group General Secretary
2009-2011	UNIQA Versicherungen AG, Vienna Vice Chairman of the Management Board (CEO)
2003-2011	UNIQA Versicherungen AG, Vienna Member of the Management Board (New Markets, M&A, Bank Assurance)
2002-2003	UNIQA Versicherungen AG, Vienna Deputy Member of the Management Board (International Markets)
2000-2002	UNIQA Versicherungen AG, Vienna Secretary General
1997-2000	BARC Versicherungs-Holding AG/UNIQA Versicherungen AG, Vienna Assistant to the CEO
1995-1997	Österreichischer Raiffeisenverband, Vienna/Brussels Head of the European Union office

1994-1995 Austrian People's Party, Vienna  
Managing Director

1993-1994 Federal Chancellery, Vienna  
Office of the Vice Chancellor

### Education

1997-2002 Executive MBA, California State University, Hayward (CSUH/IMADEC)

1993 Trainee at European Parliament, Luxembourg

1988-1994 Political Science (History), University of Vienna  
Ph.D. 1992-1994. Scholarship at University of California, San Diego  
Magister (Master's) 1988-1992, University of Vienna

### Positions held at foundations, associations and other organisations

- President of Insurance Europe, the European insurance federation, Brussels
- Member of the Board of Trustees of the Museum of Art History, Vienna
- First Vice President of the Board of Trustees of Konzerthaus concert hall, Vienna
- President of Friends of the Albertina Museum, Vienna
- Member of the Advisory Board of Concordia Social Projects, Vienna

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In accordance with Section 87 Para 2 AktG, I declare that, in my opinion, no circumstances exist that could give rise to concerns about bias on my part. In this context, I also confirm that I meet the criteria for independence in accordance with the Austrian Code of Corporate Governance (C-Rule 53 as well as Appendix 1 "Guidelines for Independence").

There are no grounds for exclusion or impediments to appointment as defined in Section 86 AktG.

I further declare in lieu of an oath that I have not been convicted of a punishable offence as defined by Section 87 Para 2a last sentence AktG that could call into question my professional reliability.

In the event that I am elected, I gladly accept the position.

Yours faithfully,

Vienna, 16 May 2022

Mag. Kerstin Gelbmann

Enclosed:

CV

MAG. KERSTIN GELBMANN

born on 30 May 1974

#### Employment history

January 2010 to present	AUSTRO HOLDING GMBH Managing Director
June 2002 to present	GROSSO HOLDING GESELLSCHAFT MBH Managing Director since 2007 Partner since 2011
September 2002 to present	E. F. GROSSNIGG FINANZBERATUNG UND TREUHANDGESELLSCHAFT M.B.H. Managing Director since 2010
September 1997 — June 2002	AUDITOR WIRTSCHAFTSPRÜFUNGS- UND STEUERBERATUNGSGESELLSCHAFT MBH (formerly part of Arthur Andersen, now DELOITTE)

#### Other functions

since 14 February 2022	HPH Privatstiftung Member of the Foundation Board
since 14 February 2022	Haselsteiner Familien-Privatstiftung Member of the Foundation Board
since 4 December 2019	CONSIDERA Privatstiftung Chairperson of the Foundation Board
May 2008 — November 2012	Volunteer work: Member of the Board of Directors of Wiener Tierschutzverein (Vienna Animal Welfare Society) (in function of financial officer)

#### Education

Business Administration / Vienna University of Economics and Business

1997 Magister degree (Master's)

2001 Tax advisor examination

#### Supervisory board functions

Chairwoman of the Supervisory Board of Binder+Co AG

Chairwoman of the Supervisory Board of Gaulhofer Industrie-Holding GmbH

Chairwoman of the Supervisory Board of Ankerbrot Holding GmbH

Member of the Supervisory Board of STRABAG SE

Member of the Supervisory Board of Bene GmbH

Member of the Supervisory Board of Gebrüder Weiss Holding AG

Vienna, May 2022

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I further declare in lieu of an oath that I have not been convicted of a punishable offence as defined by Section 87 Para 2a last sentence AktG that could call into question my professional reliability.

In the event that I am elected, I gladly accept the position.

Yours faithfully,

Vienna,

Gabriele Schalleger

Enclosed:

CV



Mag. Gabriele Schallegger

### Personal information

Place of birth: Radkersburg

Date of birth: 19 April 1972

Marital status: married

Citizen of: Austria

### Profile

- Experienced financial expert with proven track record in change management in the paper & board industry, a FTSE 100 packaging and paper group, in the pharmaceutical industry as well as in the consumer goods industry (food)
- Financial market experience, as well as management experience at board and executive level in Austria and internationally

### Current and previous employment

September 2021 — present: MM Board & Paper, a division of Mayr-Melnhof Karton AG  
Managing Director Board & Paper, Controlling & Finance

October 2020 — May 2021: Semperit AG  
CFO

2011 — 2020: Mondi PLC

Mondi Uncoated Fine Paper

Finance Director – Member of the Uncoated Fine Paper  
Management Teams

Managing Director Mondi Uncoated Fine & Kraft Paper GmbH  
Member of the Supervisory Board of various group companies

Mondi Syktyvkar LPK AO, Russia

CFO & First Vice Chairperson of the Management Board

Finance Director Mondi Kraft Paper Segment

Co-Managing Director Mondi Frantschach GmbH, Austria

2010 — 2011: Lantiq Beteiligungs GmbH & Co KG, Munich  
Vice President Finance

2009 — 2010: KHD Humboldt Wedag  
Global Head of Accounting & Business Finance

2004 — 2009: Orkla ASA  
CFO/CIO Orkla Foods CEE  
Director of Finance & IT FELIX Austria GmbH

1999 — 2004: Baxter Inc.  
Finance Manager Baxter Europe, European Headquarters in Brussels  
Plant Controller Baxter Germany, Halle Westfalen  
Finance Manager Baxter Germany, Erlangen  
Senior Business Analyst, Bioscience Divisions-Headquarter, Vienna

1996 — 1999: Auditor Wirtschaftsprüfungs- und Steuerberatungsgesellschaft mbH (formerly part of Arthur Andersen, now Deloitte)  
Senior Consultant, Audit Assistant

Education, international employment experience, languages, miscellaneous

10/1986 — 07/1991 Handelsakademie Feldbach

10/1991 — 07/1996 Business Administration, University of Graz, focus on auditing, trust and accounting, financial law

10/93— 07/94 Study abroad at the University of Exeter, focus on finance & banking

11/18- 11/19 St. Gallen Executive Management Course

Int'l experience: Postings/long-term assignments: Russia, Germany, Belgium, England  
Project assignments: India, Poland, Italy, Finland, Switzerland, Canada

Languages: German — native  
English — business fluent  
Russian — good knowledge  
Italian — school level

Miscellaneous: Volunteer as mentor for young talents (2013 to present)  
Supervisory Board Course “Zukunft Frauen” (“Future Women”), 2016  
Guest lecturer at Syktyvkar Forestry Institute and at University of  
Syktyvkar (2015–2017)