

## **How will the dividend for the financial year 2017 be paid?**

This year the dividend is not being paid through OeKB CSD GmbH, as previously, but by means of a settlement arrangement between the company and the shareholders. The processing of the dividend payment is being undertaken with the support of Raiffeisen Centrobank AG (RCB) as paying agent, as follows:

On the trading day following the record date, i.e. on 26 June 2018, a value right will be registered for each bearer share with the custodian bank of the respective shareholder, certifying the claim to receive the dividend for the financial year 2017. The value right confers the right to receive the dividend beginning with 26 June 2018, under the condition of the simultaneous transfer of the value right to RCB. For Rasperia Trading Limited, acceptance of the value right by RCB and the payment of the dividend are subject to Rasperia Trading Limited being able to prove that Rasperia Trading Limited (or its legal successor(s)) is/are not at least 50 percent owned and/or controlled by one or more Specially Designated Nationals (SDNs) and express written confirmation thereof being provided by STRABAG SE. For all other shareholders, acceptance of the value right by RCB and the payment of the dividend are subject to the presentation of a confirmation by the respective custodian bank (credit institution within the meaning of Section 10a of the Austrian Stock Corporation Act [AktG]) to RCB, indicating that the respective value rights were neither on 26 June 2018 nor on the date of redemption held by Rasperia Trading Limited. To provide this confirmation the custodian banks must use a form which can be downloaded on the website of STRABAG SE. The value rights can be submitted to RCB for the drawing of the dividend up to 17.00 (Vienna local time) on 28 June 2021. The dividend will in all cases be paid interest-free. Dividends not claimed by the aforementioned date will lapse in favour of the company.

## **How will I receive my dividend for the financial year 2017?**

On 26 June 2018 a value right for each bearer share will be automatically registered with the custodian bank of the respective shareholder, certifying the claim to receive the dividend. The value right confers the right to draw the dividend beginning with 26 June 2018, under the condition of the simultaneous transfer of the value right to RCB.

For Rasperia Trading Limited, acceptance of the value right by RCB and the payment of the dividend are subject to Rasperia Trading Limited being able to prove that Rasperia Trading Limited (or its legal successor(s)) is/are not at least 50 percent owned and/or controlled by one or more SDNs and express written confirmation thereof being provided by STRABAG SE. For all other shareholders, acceptance of the value right by RCB and the payment of the dividend are subject to the presentation of a confirmation by the respective custodian bank (credit institution within the meaning of Section 10a of the Austrian Companies Act [AktG]) to RCB, indicating that the respective value rights were neither on 26 June 2018 nor on the date of redemption held by Rasperia Trading Limited.

## **When will I receive my dividend for financial year 2017?**

A value right for each bearer share will be registered on 26 June 2018 with the respective custodian bank for each shareholder who holds bearer shares of STRABAG SE on the record date (25 June 2018), certifying the claim to receive the dividend for financial year 2017. The custodian banks can then redeem the value right as of 26 June 2018 and initiate the payment of the dividend subject to presentation of the completed form provided by STRABAG SE.

### **Can I redeem the value right directly with the paying agent (Raiffeisen Centrobank AG)?**

The value rights can only be submitted by the custodian banks to the paying agent in order for the dividend to be drawn.

### **How long will it take for the dividend to be credited to me?**

The value right can be redeemed with the paying agent beginning with 26 June 2018. The exact period of time until payment depends on the date on which the value right is submitted by the custodian bank to the paying agent.

### **Over what period of time can my custodian bank redeem the value right?**

The value rights can be submitted by the custodian banks to the paying agent for the purpose of drawing the dividend from 26 June 2018 to 28 June 2021 (17.00 Vienna local time).

### **What happens if my custodian bank does not redeem the value rights by 28 June 2021?**

Dividends not claimed by the aforementioned date will lapse in favour of the company. This was also the case in the past when the dividend was paid via OeKB CSD GmbH, and is specified in the Articles of Association. In this context we recommend that you contact your custodian bank, particularly if your dividend has not appeared promptly in the settlement account of your securities account.

### **Will any costs arise in connection with the redemption of the value right?**

The redemption of value rights with the paying agent will not give rise to any costs for you. STRABAG SE will pay the custodian banks a cost reimbursement of € 8 per custody account. Any additional costs for the account holder are based on the respective custody agreement between the custodian bank and its customer.

### **What do I have to do to receive the dividend?**

The value rights will be registered automatically. The redemption of the value rights with the paying agent will be undertaken by the custodian bank. However, we recommend that shareholders contact their custodian bank to clarify whether any action on the side of the shareholder is envisaged by the respective custodian bank. Any such action required would be referred to in the custody agreement, and is not something that the company can either exclude or demand.

### **Is it necessary to contact my bank?**

Shareholders are recommended to clarify the specific procedure for the redemption of the dividend on the basis of the custody agreement concluded between the shareholder and the custodian bank, particularly if your dividend has not appeared promptly in the settlement account of your securities account.

### **Is the custodian bank obliged to issue the necessary confirmation for the redemption of the value rights?**

The custodian bank will receive all necessary processing instructions for the payment of the dividend between the custodian bank and the paying agent via the systems of OeKB CSD GmbH. We cannot provide any information about the specific procedure for the individual custodian bank and its account holders, since the process for redemption of the dividend will also be based on the custody agreement between the custodian bank and its customer. We recommend that you contact your custodian bank, either immediately or at the latest if your dividend has not appeared promptly in the settlement account of your securities account.

### **Can I trade the value right on the stock exchange?**

There will be no organised stock exchange trading for the value right. However, an off-market transfer is possible. It should be noted, however, that in the event of the value right being transferred, the custodian bank of the purchaser can only redeem the value right if RCB is also given confirmation that the value rights were not held by Rasperia Trading Limited on 26 June 2018, i.e. the date of registration of the value rights. It may therefore be necessary for the seller's custodian bank to provide such confirmation.

### **Can I sell my STRABAG share after the value right has been registered without losing the value right?**

Yes, the dividend entitlement conferred by the value right does not depend on whether the share is still held in your custody account.

### **Why has STRABAG chosen this method of dividend payment?**

The United States Treasury Department, through its competent authority the Office of Foreign Assets Control (OFAC), has listed, among others, Mr. Oleg Deripaska as a SDN, and has imposed economic sanctions on him. The OFAC also regards as SDNs companies in which one or more listed SDNs directly or indirectly hold 50 percent or more of shares; a comparable risk also applies if a company is controlled by one or more listed SDNs. At the present time we have to assume that Rasperia Trading Limited is to be classified as an SDN. The payment of dividends to Rasperia Trading Limited therefore puts STRABAG SE at considerable risk of being affected by secondary sanctions.

Such sanctions imposed by the US would represent a threat to the continued existence of STRABAG SE, because US companies and individuals, as well as companies and individuals with US connections, would no longer be willing to enter into or maintain contractual relations with the STRABAG Group. In addition such US sanctions would very likely lead to our banks terminating our existing contractual relationships, which would significantly restrict our guarantee line. Without the credit lines we have so far had at our disposal for such guarantees, the continued existence of our business would be at risk.

In order to avoid these serious consequences, we have decided to pay the dividend without the involvement of OeKB CSD GmbH by way of a settlement arrangement with our shareholders. On the basis of this procedure we can ensure that we are not in breach of US sanctions regulations and also that our shareholders will receive their dividend without significant additional inconvenience.