

STRABAG

STRABAG SE
Villach, FN 88983 h
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Invitation

We hereby invite our shareholders to the

8th Annual General Meeting of STRABAG SE

on **Friday, 15 June 2012, at 10:00 a.m.**,

at Austria Center Vienna, Hall E, Bruno-Kreisky-Platz 1, 1220 Vienna.

Agenda

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; and of the supervisory report for the 2011 financial year
2. Resolution concerning the appropriation of the balance sheet profit
3. Resolution concerning the approval of the actions of the members of the management board for the 2011 financial year
4. Resolution concerning the approval of the actions of the members of the supervisory board for the 2011 financial year
5. Selection of auditor and group financial auditor for the 2012 financial year
6. Resolution concerning the further authorisation of the management board to acquire own shares in accordance with Section 65 Paragraph 1 No. 8 as well as Paragraphs 1a and 1b of the Austrian Stock Corporation Act (AktG), on the stock market or over the counter, to the extent of up to 10 % of the share capital, with simultaneous authorisation of the management board, in accordance with Section 65 Paragraph 1b of the Austrian Stock Corporation Act (AktG), to sell or assign own shares in a manner other than on the stock market or through a public tender

7. Resolution concerning the authorisation of the management board to issue financial instruments within the meaning of Section 174 of the Austrian Stock Corporation Act (AktG), in particular convertible bonds, income bonds, profit participation rights, which may also confer subscription and/or exchange rights for the acquisition of shares of the company
8. Resolution concerning the conditional increase of the share capital of the company pursuant to Section 159 Paragraph 2 No. 1 of the Austrian Stock Corporation Act (AktG) on the issue to creditors of financial instruments [Conditional Capital 2012]
9. Resolution concerning the changes to the Articles of Association in Sections 4 “Capital Stock and Shares” and 17 “Shareholders’ Meeting – Attendance”, changes with regard to the Conditional Capital 2012 in accordance with Section 159 Paragraph 2 No. 1 of the Austrian Stock Corporation Act (AktG) and adaptations to the changed legal framework (Company Law Amendment Act 2011 changing AktG and the SE law)

DOCUMENTS FOR THE ANNUAL GENERAL MEETING

The following documents will be available from **25 May 2012** on the company website at www.strabag.com as well as at the Annual General Meeting:

- annual financial statements and management report
 - corporate governance report
 - consolidated financial statements and group management report
 - proposal for the appropriation of net income
 - supervisory board report
- all of the above for the 2011 financial year
- draft resolutions concerning agenda items 2-9
 - Articles of Association with the proposed changes highlighted
 - report by the management board concerning agenda item 6 – acquisition of own shares 2012
 - report by the management board concerning agenda item 7 – financial instruments within the meaning of Section 174 of the Austrian Stock Corporation Act (AktG)
 - report by the management board concerning agenda item 8 – Conditional Capital 2012
 - proxy authorisation form
 - form for the revocation of proxy authorisation
 - full text of this convocation to the Annual General Meeting

NOTICE REGARDING THE RIGHTS OF SHAREHOLDERS UNDER SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG)

Shareholders whose combined holdings represent **5 % of the share capital** may request by written petition the inclusion of **additional items on the agenda** of the Annual General Meeting, provided that these shareholders held the shares for at least three months prior to their petition and that the written petition is received by the company no later than **25 May 2012** at its address Donau-City-Straße 9, 1220 Wien, for the attention of Mag. Diana Klein, CFA, Investor Relations. For holders of deposited bearer shares, proof of shareholder status as the basis for exercising this shareholder right may be accomplished by presenting deposit confirmation in accordance with Section 10a of the Austrian Stock Corporation Act (AktG) confirming that the petitioning shareholders held the shares for at least three months prior to the petition. The deposit confirmation must not be more than seven days old at the time it is submitted to the company. In respect to any other requirements related to deposit confirmation, reference is made to the detailed information on the right to participate.

Shareholders whose holdings represent a combined total of **1 % of the share capital** may submit **draft resolutions** in writing for each agenda item, to be accompanied by a statement stating the reason for such the proposal, and may request the draft resolutions and explanatory statements to be posted on the company's website. Such requests must be received in writing by the company no later than **5 June 2012** by fax to +43 (1) 22 422 - 1177, by mail to Donau-City-Straße 9, 1220 Wien, for the attention of Mag. Diana Klein, CFA, Investor Relations or by e-mail to investor.relations@strabag.com with the petition to be attached to the e-mail in writing, e.g. as a PDF file. For holders of deposited bearer shares, proof of shareholder status as the basis for exercising this shareholder right may be accomplished by presenting deposit confirmation in accordance with Section 10a of the Austrian Stock Corporation Act (AktG), provided that the confirmation is no more than seven days old at the time it is submitted to the company. In respect to any other requirements related to deposit confirmation, reference is made to the detailed information on the right to participate.

For holders of registered shares, entry in the shareholder register is sufficient and no special proof of shareholder status by the shareholder is required.

All shareholders have the right to request information on company matters at the Annual General Meeting, provided that such information is necessary for the proper assessment of agenda items.

Every shareholder is further entitled to bring forward motions in respect to each item on the agenda at the Annual General Meeting with no prior notice necessary.

Further information concerning these shareholders' rights under Sections 109, 110, 118 and 119 of the Austrian Stock Corporation Act (AktG) are available on the company's website www.strabag.com.

RECORD DATE AND PARTICIPATION IN THE GENERAL MEETING

The right to participate in the Annual General Meeting and to exercise voting rights and the remaining shareholders' rights to be asserted at the Annual General Meeting is conditional, for holders of bearer shares, on the shares held and, for holders of registered shares, on entry in the shareholder register at the end of **5 June 2012** (record date).

Participation in the Annual General Meeting is limited to persons who, on the record date, hold shares in the company and can supply proof of their shareholdings or who, for holders of registered shares, are entered in the shareholder register and register to attend the meeting.

Deposited bearer shares

For holders of deposited bearer shares, deposit confirmation pursuant to Section 10a of the Austrian Stock Corporation Act (AktG) shall represent sufficient proof of shareholdings on the record date, provided such confirmation is received by the company no later than **12 June 2012** exclusively at one of the following addresses:

By mail Oesterreichische Kontrollbank AG
or courier Abteilung KMS / HV Operation Center 2
 Strauchgasse 1-3 / 1. Stock
 1010 Wien

as proxy representative of STRABAG SE or

By fax: +43 (1) 928 90 61

By e-mail: hv.anmeldung-2@oekb.at, with the deposit confirmation to be attached to the e-mail in writing, e.g. as a PDF file

[questions from Austrian and foreign banks on how to issue and send deposit confirmation may be directed to a representative of the OeKB:

by telephone +43 (1) 531 27/2051 or

by e-mail: hv.anmeldung-2@oekb.at]

STRABAG SE is not accepting depot confirmations or declarations pursuant to Section 114 Paragraph 1 fourth sentence of the Austrian Stock Corporation Act (AktG) via an internationally distributed, specially secured communication network of the credit institutions (SWIFT), as other electronic means of communication (fax and e-mail) are available instead. STRABAG SE had offered SWIFT as an electronic means of communication before the last two Annual General Meetings without the custodian banks making any noteworthy use of this service.

Deposit confirmation pursuant to Section 10a of the Austrian Stock Corporation Act (AktG)

Deposit confirmation must be issued by the custodian bank with headquarters in a member state of the European Economic Area or in a full member state of the OECD and must include the following information:

- Information on the issuer: name/company and address or code commonly used in business transactions between banks
- Information on the shareholder: name/company, address, date of birth (natural persons), register and register number (legal persons)
- Information on the shares: number of shares held by the shareholder, ISIN AT000000STR1
- Deposit account number or other description
- Date or period of time to which the deposit confirmation refers to.

The deposit confirmation as proof of shareholder status for participation in the Annual General Meeting must refer to the above-mentioned record date of **5 June 2012**.

Deposit confirmation will be accepted in German or English.

Registered shares

For holders of registered shares, only such shareholders shall be entitled to participate in the Annual General Meeting whose registration is received by the company in writing no later than **12 June 2012** exclusively at one of the following addresses.

By mail Oesterreichische Kontrollbank AG
Abteilung KMS / HV Operation Center 2
Strauchgasse 1-3 / 1. Stock
1010 Wien

as proxy representative of STRABAG SE or

By fax: +43 (1) 928 90 61

By e-mail: hy.anmeldung-2@oekb.at, with the registration attached
to the e-mail in writing, e.g. as a PDF file

Registrations will be accepted in German or English.

Registration to attend the Annual General Meeting or submission of deposit confirmation in no way blocks shareholder actions with regard to their shares. Shareholders may dispose freely of their shares after registering to attend the Annual General Meeting or having submitted deposit confirmation.

PROXY REPRESENTATION

Shareholders who are entitled to participate in the Annual General Meeting have the right to appoint a proxy representative to attend the meeting on his or her behalf who is vested with the same rights as the shareholder being represented.

The power of proxy must be granted to a specific person (natural or legal) in writing; proxies may also be granted to more than one person.

The appointment of a proxy must be received by the company no later than **14 June 2012, 5:00 p.m.**, exclusively at one of the following addresses:

By mail Oesterreichische Kontrollbank AG
Abteilung KMS / HV Operation Center 2
Strauchgasse 1-3 / 1. Stock
1010 Wien

as proxy representative of STRABAG SE or

By fax: +43 (1) 928 90 61

By e-mail: hv.anmeldung-2@oekb.at, with the proxy attached to the e-mail in writing, e.g. as a PDF file

On the day of the Annual General Meeting:

In person: when registering for the Annual General Meeting at the designated meeting place

The aforementioned procedure for granting a proxy shall apply by analogy to the revocation of a proxy which has already been sent to the company.

Forms for granting and revoking proxies can be sent upon request or can be downloaded from the company's website at www.strabag.com.

If a shareholder has granted a proxy to his/her custodian bank, it is sufficient for the bank to provide a declaration of having been appointed proxy in addition to the deposit confirmation.

Section 10a Paragraph 3 of the Austrian Stock Corporation Act (AktG) shall apply to the transmission of such declarations by analogy.

As a special service, shareholders may appoint the notary **Dr. Christoph Bieber**, Seilerstätte 28, 1010 Vienna, as **an independent voting proxy** to exercise their voting rights at the Annual General Meeting in accordance with their instructions; a special proxy authorisation form is available for download from the company website at www.strabag.com.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time of convocation of the Annual General Meeting, the share capital of the company was divided into 114,000,000 no-par bearer shares. Each share qualifies for one vote. At the beginning of the day, 14 May 2012, the company held 9,596,089 own shares with no special rights accruing to the company. The total number of shares granting the right to participate and vote in the Annual General Meeting was 104,403,911 at the time of convocation of the Annual General Meeting.

PARTIAL WEBCAST OF THE ANNUAL GENERAL MEETING

All company shareholders, as well as the interested public, may follow the speech of the CEO at the Annual General Meeting on 15 June 2012 from approx. 10:00 a.m. live online at www.strabag.com. There will be no other image or voice webcast of the Annual General Meeting.

ENTRY TO THE ANNUAL GENERAL MEETING

Please bring your **confirmation of registration** and an **official picture ID** to the Annual General Meeting (registration).

If you are attending the Annual General Meeting as a **proxy representative**, please also bring the **power of attorney (voting proxy)** in addition to the **official picture ID**. If the original of the power of attorney (voting proxy) has already been sent to the company, your entry will be facilitated if you bring a copy with you.

STRABAG SE reserves the right to determine the identity of the persons attending the Annual General Meeting. If it is not possible to determine a person's identity, that person may be barred from entry.

When planning and scheduling your arrival, we ask that you consider the large number of expected participants as well as the usual security precautions. Entry to pick up the voting ballots begins at 9:00 a.m.

Vienna, May 2012

The Management Board