

REMUNERATION POLICY FOR THE SUPERVISORY BOARD

1. Responsibility, considerations, procedures

With entry into force of the Austrian Stock Corporation Amendment Act 2019 (AktRÄG 2019), the full Supervisory Board must establish a remuneration policy defining the principles of remuneration of the members of the Supervisory Board in accordance with Section 98a in conjunction with Section 78a of the Austrian Stock Corporation Act (AktG).

After extensive consultation, the full Supervisory Board established the remuneration policy for the Supervisory Board in its meeting on 23 April 2020.

The remuneration policy will be submitted to the Annual General Meeting of STRABAG SE for voting in 2020.

The full Supervisory Board will review the effectiveness of the remuneration policy regularly, at least every fourth financial year. This is to ensure that the remuneration policy is in line with and promotes a sustainable corporate development.

The revised remuneration policy must be submitted to the Annual General Meeting for approval at least every fourth financial year and in the event of any significant change.

In accordance with Section 14 of the Articles of Association of STRABAG SE and Section 98 AktG, the remuneration of the members of the Supervisory Board elected by the General Meeting and designated by shareholders is determined by the General Meeting.

2. Principles of the remuneration policy

The objective of the remuneration policy is to provide the members of the Supervisory Board with remuneration for their work that is commensurate with their duties and responsibilities and with the size and economic situation of the company and, in particular to ensure the objectivity and independence of the Supervisory Board.

The remuneration of the members of the Supervisory Board should be in line with the market and designed to attract and retain suitably qualified persons as members of the Supervisory Board of an internationally active listed company, allowing a balanced composition of professional and personal qualifications with respect to the company's structure and business; aspects of diversity in terms of gender, age and nationality must also be adequately taken into account.

The remuneration policy therefore aims at a balanced and qualified composition of the Supervisory Board and so promotes the business strategy and long-term development of STRABAG SE.

In the course of discussions on the remuneration policy with the employee representatives on the Supervisory Board, the remuneration and employment conditions of the employees of the companies of the STRABAG Group were also taken into account during the establishment of the remuneration policy.

3. Structure of the remuneration system

The members of the Supervisory Board elected by the General Meeting and designated by shareholders receive annual remuneration for the time invested and for the assumption of the responsibilities as a member of the Supervisory Board.

The General Meeting's decision on remuneration is binding. This avoids conflicts of interest among the members of the Supervisory Board in connection with Supervisory Board remuneration.

The members of the Supervisory Board are reimbursed for cash expenses incurred in the course of their work. The company also bears the costs for directors and officers insurance (D&O insurance).

Variable remuneration of the members of the Supervisory Board dependent on the success of the business is not provided in order to avoid conflicts of interest among the Supervisory Board in its control and monitoring function of the operating business.

Activities of the members of the Supervisory Board in Supervisory Board committees – apart from the reimbursement of cash expenses – are not remunerated separately and are compensated with the annual remuneration.

The employee representatives on the Supervisory Board do not receive any remuneration. Per agreement in accordance with Section 230 of the Austrian Labour Constitution Act (ArbVG) of 30 September 2009, they perform their function on a voluntary basis.

4. Remuneration components

4.1. Annual remuneration

The members of the Supervisory Board receive annual remuneration. The amount of the remuneration can be staggered according to the function performed – i.e. Chairperson, Vice Chairperson and other members of the Supervisory Board.

4.2. Reimbursement of cash expenses

In addition to annual remuneration, the members of the Supervisory Board receive a cash reimbursement for expenses incurred.

4.3. Directors and officers insurance

The members of the Supervisory Board are protected by D&O insurance against damage claims for financial losses suffered by third parties or by the company as a result of breach of duty by the members of the Supervisory Board as officials of the company. The company bears the costs of this insurance.

5. Term of office

The members of the Supervisory Board are elected or designated for different terms.

The election of the members of the Supervisory Board and the establishment of their terms of office are made in accordance with the statutory provisions (Section 87 AktG).

The members of the Supervisory Board designated by shareholders as well as the employee representatives exercise their mandate for an indefinite period.

If a member of the Supervisory Board takes up or leaves his/her mandate during a remuneration period, the annual remuneration is paid pro rata temporis in accordance with the length of service on the Supervisory Board.

Vienna, 23 April 2020