

**FURTHER INFORMATION ABOUT THE VIRTUAL GENERAL MEETING IN ACCORDANCE WITH THE COVID-19 CORPORATE LAW ORDINANCE AND REGARDING THE RIGHTS OF SHAREHOLDERS UNDER SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG)**

In keeping with the COVID-19 Corporate Law Act (“COVID-19-GesG”, Federal Law Gazette I No. 16/2020), as amended, and the COVID-19 Corporate Law Ordinance enacted on its basis (“COVID-19-GesV”, Federal Law Gazette II No. 140/2020), as amended, the extraordinary General Meeting of STRABAG SE will take place as a virtual meeting.

**I. INFORMATION ABOUT THE VIRTUAL GENERAL MEETING**

The specific requirements for exercising shareholder rights in the virtual General Meeting have already been published in the meeting notice and are summarised below:

In keeping with COVID-19-GesG (Federal Law Gazette I No. 16/2020), as amended, and the ordinance enacted on its basis (COVID-19-GesV, Federal Law Gazette II No. 140/2020), as amended, the extraordinary General Meeting of STRABAG SE will take place as a virtual General Meeting. The organisational and technical requirements for participation in the virtual meeting in accordance with Sec 2 Para 4 COVID-19-GesV are stated below.

Holding the extraordinary General Meeting as a virtual meeting in accordance with COVID-19-GesV results in modifications to the conduct of the General Meeting as well as to the exercise of shareholders’ rights.

Voting rights, the right to propose resolutions and the right to raise objections will be exclusively exercised by one of the special proxies nominated by the company in accordance with Sec 3 Para 4 COVID-19-GesV.

The right to information may be exercised in the virtual General Meeting by the shareholders themselves by way of electronic communication, namely by submitting questions in text form exclusively by e-mail directly to the company’s e-mail address **Fragen.aoHV2022@strabag.com**, provided that the

shareholders have submitted in due time deposit confirmation for their bearer shares pursuant to Sec 10a AktG or a registration for their registered shares pursuant to Item II.2 and have authorised a special proxy pursuant to Item I.2.

## **1. Webcast of the General Meeting**

A real-time webcast of the General Meeting will be broadcast online. All company shareholders may follow the General Meeting on 5 May 2022 from around 10:00 a.m. online at [www.strabag.com](http://www.strabag.com).

For the audio and video playback via an Internet browser, shareholders require high-performance Internet access and an Internet-compatible device. No registration or login is required to follow the General Meeting.

The webcast of the virtual General Meetings gives all shareholders the opportunity to follow the proceedings of the General Meeting, in particular the presentation by the Management Board, the answers to shareholders' questions and the voting procedure, in real time through a one-way video and audio connection.

It should be noted that this live transmission as a virtual General Meeting does not enable remote participation (Section 102 Para 3 Line 2 AktG) or remote voting (Section 102 Para 3 Line 3 AktG and Section 126 AktG) and that the transmission via Internet is not a two-way connection. The individual shareholder can therefore only follow the proceedings of the General Meeting. Shareholders will not be able to make comments or statements via this connection.

It is also pointed out that the company is only responsible for the implementation of technical means of communication insofar as these can be attributed to its area of responsibility (Section 2 Para 6 COVID-19-GesV).

## **2. Representation of shareholders by special proxies**

The General Meeting is being held as a virtual meeting; it will not be possible for shareholders to be physically present. In accordance with Section 3 Para 4 COVID-19-GesV, shareholders can cast votes, propose resolutions or raise an objection in the virtual meeting only through one of the four independent special proxies named by the company below, the costs of which will be carried by the company:

### **1. Dr. Michael Knap**

c/o Interessenverband für Anleger, IVA, Feldmühlgasse 22, 1130 Vienna  
Tel. +43 1 8763343-30

E-mail: knap.strabag@computershare.de

**2. MMag. Thomas Niss, MBA**

c/o Coown Technologies GmbH, Gusshausstraße 3/2, 1040 Vienna

Tel. +43 664 529 6002

E-mail: niss.strabag@computershare.de

**3. Rechtsanwalt Mag. Christian Thaler**

c/o THALER.legal Rechtsanwalts GmbH, Ebendorferstraße 6/10, 1010 Vienna

Tel. +43 1 9978022

E-mail: thaler.strabag@computershare.de

**4. Rechtsanwalt Mag. Gabriel Goess,**

Ankershofen – Goess – Hinteregger Rechtsanwälte OG, Plankengasse 7/3, 1010 Vienna

Tel. +43 1 5129772

E-mail: goess.strabag@computershare.de

To cast votes, propose resolutions or raise an objection in the virtual meeting, shareholders must choose and authorise one of the above-mentioned special proxies. The special proxies will only exercise the voting right, the right to propose resolutions and the right to raise objections in accordance with the shareholders' instructions.

It is recommended that you contact the special proxy of your choice in good time if you intend to instruct the special proxy to propose a resolution or to object to one or more items on the agenda.

A **proxy authorisation form** for the four special proxies, as well as a form for the revocation of proxy authorisation, is available for download from the company website at [www.strabag.com](http://www.strabag.com). To help us process the paperwork more quickly, we ask that you please use the available forms. More information about the proxy authorisation, in particular about the text form and the content of the proxy authorisation, is available from the proxy authorisation forms that are available to the shareholders.

To facilitate processing, please send your completed proxy authorisation form (in text form) in such a timely manner that it is received no later than **3 May 2022, 4:00 p.m. CEST**, using one of the communication channels stated below.

Authorisation forms may be sent to the special proxies **by e-mail** at the address of the person you have chosen, with the proxy authorisation attached to the

e-mail in text form, e.g. as a PDF file. This way the special proxy of your choice will have direct access to the authorisation and your instructions.

The following communication channels and addresses are also available for the transmission of your proxy authorisation form:

<b>by mail or courier</b>	STRABAG SE Hauptversammlung c/o Donau-City-Str. 9 1220 Vienna
<b>by fax</b>	+49 89 30903 74675
<b>by SWIFT</b>	COMRGB2L (Message Type MT598 or MT599, must include ISIN AT000000STR1 or number of the registered share in text)

**Please note that it is not possible to present a proxy authorisation in person on the day of the General Meeting.**

Shareholders have the option to revoke their proxy authorisation. The above rules for proxy authorisation apply by analogy to its revocation. The revocation does not take effect until it has been received by the company.

Please note that deposit confirmation in accordance with Section 10a AktG is a prerequisite for participation in the virtual general meeting and must be received by the company no later than 2 May 2022 (see Item II.2).

### **3. Shareholders' right to information**

Shareholders may exercise their right to information pursuant to Section 118 AktG in the virtual general meeting as follows:

A prerequisite for shareholders to exercise their right to information is proof of entitlement to attend (Item IV of the Notice of General Meeting) and the issuance of a corresponding power of attorney to the special proxy (Item II.2 and Item V of the Notice of General Meeting).

It is expressly pointed out that the **right to information and the right to speak during this virtual General Meeting** may be exercised by the shareholders themselves by way of electronic mail exclusively by sending their questions or a prepared speech by e-mail directly to the company exclusively at the e-mail address **Fragen.aoHV2022@strabag.com**.

The shareholders are asked to send all **questions – which must relate exclusively to the agenda item announced in this notice – in advance in text form** by e-mail to **Fragen.aoHV2022@strabag.com**, if possible in such a way that they are **received by** the company on the 3<sup>rd</sup> workday before the Extraordinary General Meeting, which is **2 May 2022**. This serves to maintain meeting efficiency in the interest of all participants in the Extraordinary General Meeting, in particular for issues that require a longer preparation time.

This will enable the Management Board to prepare themselves as accurately as possible and to respond quickly to the questions asked. Questions not relating to the agenda item announced in this notice will not be answered.

Please use the **question form** which is available on the company's website at **www.strabag.com**. If this question form is not used, the person (name/company, date of birth/company register number of the shareholder) must be named in the corresponding e-mail. In order to enable the company to establish the identity and agreement with the deposit confirmation, we ask you in this case to also state your deposit number in the e-mail.

Please note that **reasonable time restrictions may be imposed by the chairman** during the General Meeting.

If any doubts arise regarding the identity of a participant during the conduct of the meeting, the company reserves the right to verify the identity in an appropriate manner.

If a proxy exercises the right to information, proof of proxy authorisation must also be provided in text form. **Please note that the special proxies cannot be authorised to exercise the right to information.**

#### **4. Rights during the General Meeting**

A shareholder may also send questions by e-mail to **Fragen.aoHV2022@strabag.com** during the virtual general meeting (see above on the shareholders' right to information).

The questions received by the company from shareholders before or during the General Meeting are read out in the meeting in accordance with Section 118 AktG by the Chairman or a person designated by him.

The Chairman of the General Meeting will structure the course of the meeting, in particular announcing during the meeting a certain point in time until which questions may be asked.

Likewise, the shareholder may, up to the times specified by the Chairman in the General Meeting, give (or amend) instructions by e-mail to the authorised special proxy, in particular instructions on casting votes, making motions or raising objections. Please note that the special proxy cannot exercise the right to ask questions on behalf of the shareholder.

For any instructions, please send a simple e-mail to the e-mail address of your special proxy listed under Item I.2 above. The e-mail must end with your name (reproduction of signature in accordance with Section 13 Para 2 AktG). Please use the e-mail address indicated in the proxy authorisation form to verify your identity and to ensure that it matches the proxy authorisation issued, or name the person making the declaration by stating the name/company and date of birth/company register number of the shareholder if you use another e-mail address (see above for the relevant requirements when exercising the shareholders' right to information).

Please note that during the General Meeting you can only communicate with your special proxy by e-mail and not by phone.

## II. **RIGHTS OF SHAREHOLDERS UNDER SECTIONS 109, 110, 118 AND 119 AKTG**

### 1. **Proposal of additional agenda items by shareholders under Section 62 Para 1 of the Austrian Societas Europaea Act in connection with Section 109 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 extraordinary General Meeting. Petitioning shareholders must have held the shares for at least three months prior to their petition. A shareholder petition will only be considered if it is received by the company in written form by mail or by courier no later than **16 April 2022 (midnight, CEST, Vienna time)** exclusively at its address Donau-City-Straße 9, 1220 Vienna, for the attention of MMag. Marianne Jakl, Department of Investor Relations, or, if sent by e-mail, with a qualified electronic signature to the e-mail address investor.relations@strabag.com or by SWIFT to the address COMRGB2L. "Written" means signed personally or by an authorised representative for each applicant or, if sent by e-mail, with a qualified electronic signature or, if sent by SWIFT, with Message Type MT598 or Type MT599, where ISIN AT000000STR1 must be indicated in the text.

Each agenda item petition must be accompanied by a draft resolution including a statement citing the reason for the proposal. The agenda item and the draft resolution, but not its justification, must be written in German. Proof of shareholder status as the basis for exercising this shareholder right may be accomplished by presenting deposit confirmation in accordance with Section 10a 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 prerequisites for participation (Item IV of the Notice of General Meeting). Multiple deposit confirmations for shares which only jointly represent a shareholding of 5 % must refer to the same point in time.

## **2. Draft resolutions to the agenda proposed by shareholders under Article 53 of the Societas Europaea Regulation in connection with Section 110 AktG**

Shareholders whose holdings represent a combined total of **1 % of the share capital** may submit **draft resolutions** in text form for each agenda item of this General Meeting, to be accompanied by a statement stating the reason for such proposal, and may request the draft resolutions, together with the name of the respective shareholders, the explanatory statements and a possible statement from the Management Board or from the Supervisory Board, to be posted on the company's website as entered in the company register if this request is received in text form no later than 26 April 2022 (midnight, CEST, Vienna time) by the company either by fax at +43 1 22422-1177, by mail at Donau-City-Str. 9, 1220 Vienna, for the attention of MMag. Marianne Jakl, Department of Investor Relations, or by e-mail at investor.relations@strabag.com, with the deposit confirmation to be attached to the e-mail in text form, e.g. as a PDF file. If declarations are required to be made in text form in accordance with Section 13 Para 2 AktG, the declaration must be submitted in a document or another manner that is suitable for permanent reproduction, the person making the declaration must be named and the conclusion of the declaration must be made recognisable by signature or otherwise. The draft resolution, but not its justification, must be written in German.

Proof of shareholder status as the basis for exercising this shareholder right shall be accomplished by presenting deposit confirmation in accordance with Section 10a 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 prerequisites for participation (Item IV of the Notice of General Meeting). Multiple deposit confirmations for shares which only jointly represent a shareholding of 1 % must refer to the same point in time.

The proposals will be published on the company's website at [www.strabag.com](http://www.strabag.com) no later than two working days after receipt.

### **Deposit confirmation pursuant to Section 10a 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: company name and address or code commonly used in business transactions between banks
- Information on the shareholder: name/company name and address as well as date of birth for natural persons or, for legal persons, the company register and number under which the company is listed in its country of origin
- Information on the shares: number of shares held by the shareholder, ISIN AT0000000STR1
- Deposit account number or other description
- Date or period of time to which the deposit confirmation refers to

Deposit confirmation will be accepted in German or English. It must refer to the end of the record date of **25 April 2022 (midnight CEST)**.

Deposit confirmations are to be sent exclusively to one of the following addresses:

(i) for deposit confirmation in written form:

<b>by mail</b>	<b>STRABAG SE</b>
<b>or courier</b>	Hauptversammlung c/o Donau-City-Str. 9 1220 Vienna, Austria
<b>by SWIFT</b>	COMRGB2L (Message Type MT598 or MT599, must include ISIN AT0000000STR1 in text)

(ii) for deposit confirmation in text form, deemed to be sufficient by the Articles of Association in accordance with Section 17 Para 2:

<b>by fax</b>	+49 89 30903 74675
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**by e-Mail** anmeldestelle@computershare.de, with the deposit confirmation to be attached to the e-mail in text form, e.g. as a PDF file

[Questions from Austrian and foreign banks on how to issue and send deposit confirmation may be directed to:

*by telephone: +43 800 880890*

*by e-mail: anmeldestelle@computershare.de]*

The deposit confirmation as proof of shareholder status as the basis for exercising shareholder rights under Section 62 Para 1 of the Austrian Societas Europaea Act in connection with Section 109 AktG (additional agenda items) and Article 53 of the Societas Europaea Regulation in connection with Section 110 AktG (draft resolutions by shareholders) must not be more than seven days old at the time it is submitted to the company.

The deposit confirmation as proof of shareholder status as the basis for exercising shareholder rights under Section 62 Para 1 of the Austrian Societas Europaea Act in connection with Section 109 AktG (additional agenda items) must confirm that the petitioning shareholder has held the shares through at least three months prior to the petition.

In the case of multiple shareholders who only jointly reach the necessary shareholding, the evidence must refer to the same point in time.

### **Registered shares**

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

### **3. Notice on shareholders' right to information under Article 53 of the Societas Europaea Regulation in connection with Section 118 AktG**

All shareholders have the right to request information on company matters at the extraordinary General Meeting, provided that such information is necessary for the proper assessment of the agenda item. This obligation to provide information also covers the company's legal and business relations with subsidiaries. In the event that, during the General Meeting of a parent company (Section 189a item 6 UGB), the consolidated financial statements and the group management report are presented, this obligation to provide information also applies to the situation of the group and of the companies included in the consolidated financial statements.

The information provided must be in compliance with the principles of true and fair accountability and is to be made available during the General Meeting.

The company may refuse to supply such information if,

1. according to sound business judgment, it would be seriously prejudicial to the company or one of its subsidiaries, or
2. providing such information would comprise a criminal offense.

For specifics about exercising the shareholders' right to information in the virtual general meeting in accordance with Section 118 AktG, see item I.3 "Shareholders' right to information".

#### **4. Information on the right of shareholders to propose motions at the General Meeting under Section 119 AktG**

Every shareholder – regardless of the shareholding amount – has the right to bring forward motions in respect to each item on the agenda at the General Meeting. In the virtual general meeting on 5 May 2022, shareholders can only submit motions through one of the special proxies.

If several motions are made to the same agenda item, Section 119 Para 3 AktG allows the Chairman to determine the order in which the motions are voted on.