

STRABAG SE
Villach, FN 88983 h

**Draft Resolutions of the Supervisory Board for the
16th Annual General Meeting
19 June 2020**

- 1. Presentation of the Annual Financial Statements, including the Management Report and the Consolidated Corporate Governance Report; of the Consolidated Financial Statements, including the Group Management Report; of the proposal for the appropriation of the balance sheet profit; and of the Supervisory Board Report for the 2019 financial year**

A resolution on this agenda item is not required.

- 2. Resolution concerning the appropriation of the balance sheet profit**

The 2019 financial year closed with a balance sheet profit of € 121.00 million.

The Supervisory Board proposes to the Annual General Meeting a dividend in the amount of € 0.90 per (dividend-bearing) share. The remainder shall be carried forward to new account.

Entitlement to and payment of the dividend is subject to the condition precedent that the total amount of liquid assets of the company and of all companies fully consolidated in accordance with the applicable International Accounting Standards (IFRS/IAS), plus any contractually agreed but unused loans, does not fall below € 1 billion as at 31 October 2020 even if the dividend is paid out. In accordance with IFRS/IAS, liquid assets include securities, cash in hand and bank deposits.

By 25 November 2020, the company will obtain confirmation from KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Linz, of the total amount of liquid assets plus contractually agreed but unused loans as at

31 October 2020 and will state whether the above condition has been met (dividend announcement).

If the condition precedent is met, the dividend payout date will be 30 November 2020 and the ex-dividend day will be 26 November 2020.

If the condition precedent is not met, the portion of the balance sheet profit attributable to the approved dividend will also be carried forward to new account.”

3. Resolution concerning the approval of the actions of the members of the Management Board for the 2019 financial year

The Supervisory Board proposes to approve the actions of the members of the Management Board who held the position in the 2019 financial year for this period.

4. Resolution concerning the approval of the actions of the members of the Supervisory Board for the 2019 financial year

The Supervisory Board proposes to approve the actions of the members of the Supervisory Board who held the position in the 2019 financial year for this period.

5. Selection of the auditor of the financial statements and group financial statements for the 2020 financial year

The Supervisory Board proposes the appointment of KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Linz, as auditor of the financial statements and group financial statements for the 2020 financial year.

6. Elections to the Supervisory Board

In accordance with Section 9 Paragraph 1 of the Articles of Association, the Supervisory Board consists of a maximum of six members elected by the Annual General Meeting or designated by shareholders. To date, the Supervisory Board has consisted of four members elected by the Annual General Meeting and two members designated by shareholders for a total of six members in addition to

those members designated in accordance with the Austrian Labour Constitution Act (ArbVG).

The end of the upcoming Annual General Meeting marks the end of the terms in office of the Supervisory Board members Dr. Alfred Gusenbauer, Dr. Andreas Brandstetter, Mag. Kerstin Gelbmann and Dr. Oleg G. Kotkov, all of them previously elected by the Annual General Meeting.

At the upcoming Annual General Meeting, the election of four members will therefore be required to maintain the current number of members elected by the Annual General Meeting.

The Supervisory Board proposes filling the mandates so that after the elections in the Annual General Meeting on 19 June 2020 the Supervisory Board will again consist of six members elected by the Annual General Meeting or designated by shareholders.

The following candidate proposal by the Supervisory Board is based on a recommendation by the Presidential and Nomination Committee. The recommendation was made on the basis of the standards of the Austrian Code of Corporate Governance.

The Supervisory Board proposes to re-elect Dr. Alfred Gusenbauer, Dr. Andreas Brandstetter and Mag. Kerstin Gelbmann and to newly elect Ksenia Melnikova to the Supervisory Board for a term in office lasting until the end of the Annual General Meeting that votes on the approval of board member actions for the 2022 financial year.

It is planned to vote separately on each of the positions to be filled (four positions) during the upcoming Annual General Meeting. The right is reserved to propose a ranking of the candidates for the individual positions.

All candidates have submitted a candidate statement pursuant to Section 87 Paragraph 2 and Section 87 Paragraph 2a last sentence of the Austrian Stock Corporation Act (AktG). The statements are available on the company's website. The proposal is made under consideration of Section 87 Paragraph 2a AktG.

The Annual General Meeting is bound to candidate proposals in the following manner. Candidate proposals for the Supervisory Board elections including the candidate statements pursuant to Section 87 Paragraph 2 and Section 87 Paragraph 2a last sentence of the Austrian Stock Corporation Act (AktG) must be made available for each candidate no later than 12 June 2020 on the company's website, failing which the candidate in question may not be included in the vote. This also applies to proposals made by shareholders under Article 53 of the Societas Europaea Regulation in connection with Section 110 AktG, which must be received by the company in writing no later than 9 June 2020. Regarding individual details and requirements for such proposals, shareholders are advised to consult the information regarding the rights of shareholders under sections 109, 110, 118 and 119 of the Austrian Stock Corporation Act (AktG)/Draft resolutions proposed by shareholders under Article 53 of the Societas Europaea Regulation in connection with Section 110 AktG.

7. Resolution concerning the remuneration policy

The Supervisory Board proposes to adopt the remuneration policy with the principles for the remuneration of the members of the Management Board as has been made available on the company's website (www.strabag.com) in preparation for the Annual General Meeting.

The Supervisory Board further proposes to adopt the remuneration policy with the principles for the remuneration of the members of the Supervisory Board as has been made available on the company's website (www.strabag.com) in preparation for the Annual General Meeting.

Vienna, 23 April 2020

The Supervisory Board