

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

**Additions to the agenda pursuant to Section 109 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. Each agenda item must include a draft resolution including a statement stating the reason for the proposal. Petitioning shareholders must have held the shares for at least three months prior to their petition. Such petitions will only be considered if they are received by the company in writing no later than **6 June 2014**.

Such shareholder requests are to be sent exclusively to the following address:

STRABAG SE  
Investor Relations  
Attn.: Mag. Diana Klein, CFA  
Donau-City-Str. 9  
1220 Wien

The proposed agenda item and draft resolution must also be presented in German.

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).

**Draft resolutions by shareholders pursuant to Section 110 of the Austrian Stock Corporation Act (AktG)**

Shareholders whose holdings represent a combined total of **1 % of the share capital** may submit **draft resolutions** in writing for each item on the agenda of the Annual General Meeting and may request the draft resolutions to be posted on the company's website together with the name of the shareholders in question, an explanatory statement and a statement, if applicable, by the management or supervisory board. Draft resolutions must be accompanied by a statement stating the reason for the proposal. Such petitions will only be considered if they are received by the company in writing no later than **17 June 2014**.

Such shareholder requests are to be sent exclusively to the following address:

STRABAG SE

Investor Relations

Attn.: Mag. Diana Klein, CFA

Donau-City-Str. 9

1220 Wien

or

by fax to +43 (1) 22 422 - 1177

or

by e-mail to [investor.relations@strabag.com](mailto:investor.relations@strabag.com), with the petition to be attached to the e-mail in writing, e.g. as a PDF file.

The draft resolution must also be presented in German.

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).

#### **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.

Deposit confirmation will be accepted in German or English and must be in writing.

Deposit confirmation must be sent exclusively to:

By mail or courier            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

Per E-Mail:                    [hv.anmeldung-2@oekb.at](mailto:hv.anmeldung-2@oekb.at)

By SWIFT:                    OEKOATWWHVS (Message Type MT598, it is required  
to include ISIN AT000000STR1 in the text)

*[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 27/2035 or  
by e-mail [hv.anmeldung-2@oekb.at](mailto:hv.anmeldung-2@oekb.at)]*

The deposit confirmation as proof of shareholder status as the basis for exercising shareholder rights pursuant to Section 109 of the Austrian Stock Corporation Act (AktG) (Additions to the agenda) and Section 110 of the Austrian Stock Corporation Act (AktG) (Draft resolutions by shareholders) may 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 pursuant to Section 109 of the Austrian Stock Corporation Act (AktG) (Additions to the agenda) must confirm that the petitioning shareholder has held the shares for at least three months prior to the petition.

For petitions from groups of shareholders who together achieve the minimum shareholdings required, proof of shareholder status as the basis for exercising the shareholder rights must relate to the same record date.

## **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.

## **Notice on the right to obtain information pursuant to Section 118 of the Austrian Stock Corporation Act (AktG)**

Every shareholder attending the Annual General Meeting is entitled, upon request, to be provided with information on matters concerning the company's affairs, to the extent that this information is required to enable the shareholder to properly evaluate the relevant items on the agenda. This obligation to provide information also covers the company's legal and business relations with subsidiaries and associated companies. If the consolidated financial statements and group management report are presented in a General Meeting of a parent company (Section 244 of the Austrian Commercial Code), 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 Annual 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 associated companies, or if
2. providing such information would comprise a criminal offense.

## **INFORMATION ON THE RIGHT OF SHAREHOLDERS TO PROPOSE MOTIONS AT THE ANNUAL GENERAL MEETING PURSUANT TO SECTION 119 OF THE AUSTRIAN STOCK CORPORATION ACT (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 Annual General Meeting. This right is contingent upon proof of the right to participate in the Annual General Meeting as stipulated in the invitation to the meeting.