

STRABAG SE
Villach, FN 88983 h

Statement from the Supervisory Board of STRABAG SE concerning the candidate proposals for the Supervisory Board on the supplementary agenda item “Election of four persons to the Supervisory Board”

The agenda for the Annual General Meeting on 24 June 2022 has been supplemented with the item “Election of four persons to the Supervisory Board” and the shareholder Haselsteiner Familien-Privatstiftung has proposed the to vote Mag. Erwin Hameseder, who is currently a delegated member of the Supervisory Board, into the Supervisory Board as an elected member; to renew the mandates of Dr. Andreas Brandstetter and Kerstin Geldmann, both of whom were elected to the Supervisory Board by the General Meeting, ahead of time; and to elect Mag. Gabriele Schallegger as a new member of the Supervisory Board. It was proposed that the candidates be elected to the Supervisory Board of the company until the Annual General Meeting that votes on the approval of board member actions for the 2027 financial year, i.e. the Annual General Meeting in 2028.

In accordance with the resolution passed by the Extraordinary General Meeting of 5 May 2022, the Supervisory Board is composed of three members elected by the General Meeting and one delegated member (shareholder representative), in addition to the members delegated in accordance with the Austrian Labour Constitution Act (ArbVG).

Mag. Erwin Hameseder is currently a delegated member of the Supervisory Board (registered share no. 1). Mag. Erwin Hameseder has resigned from his office with effect from the end of the upcoming Annual General Meeting on 24 June 2022 in order to stand for election to the Supervisory Board instead. The shareholder's proposal for his election to the Supervisory Board is made accordingly.

As this increases the number of Supervisory Board members elected by the General Meeting within the limits set by the Articles of Association, this increase must be submitted to a vote prior to the election in accordance with Section 87 Para 1 of the Austrian Stock Corporation Act (AktG) and Section 9 Para 1 of the Articles of Association of the Company.

The terms of office of the two Supervisory Board members elected by the General Meeting, Dr. Andreas Brandstetter and Mag. Kerstin Gelbmann, expire at the end of the Annual General Meeting in 2023. The shareholder proposed an early extension of their mandates, each for a term of office until the Annual General Meeting that votes on the approval of board member actions for the 2027 financial year, i.e. the Annual General Meeting in 2028.

The shareholder further proposed to elect Mag. Gabriele Schallegger as a new member of the Supervisory Board, also for a term of office until the Annual General Meeting that votes on the approval of board member actions for the 2027 financial year, i.e. the Annual General Meeting in 2028.

The shareholder justifies its proposals with the fact that Mag. Erwin Hameseder, currently a delegated member, is resigning from his office to stand for election to the Supervisory Board. Furthermore, the early extensions of the terms of the elected members of the Supervisory Board ensures the corresponding continuity in the Supervisory Board at this time while also harmonising the periods of office for all members of the Supervisory Board elected by the General Meeting. Furthermore, the elected member of the Supervisory Board, Dr. Alfred Gusenbauer, has declared his resignation from his office as an elected member, on the condition that a new member is elected to the Supervisory Board by the General Meeting to replace him. The shareholder therefore proposes the election of Mag. Gabriele Schallegger.

If the resolution is passed by the Annual General Meeting of STRABAG SE on 24 June 2022, the Supervisory Board will consist of four members (shareholder representatives) elected by the Annual General Meeting. Dr. Alfred Gusenbauer would also remain on the Supervisory Board as the member delegated by the shareholder holding registered share no. 1. The Supervisory Board would further include those members delegated in accordance with the Austrian Labour Constitution Act (ArbVG).

In the opinion of the Supervisory Board of STRABAG SE, the candidate proposals ensure the continuity of the Supervisory Board activity. The Supervisory Board also sees the shareholder proposal as confirmation of the work performed to date and the mandate to continue in the interests of the company and its shareholders. Thanks to her outstanding professional skills, Mag. Gabriele Schallegger will make a perfect addition to the Supervisory Board.

As stated by the shareholder, the Austrian Stock Corporation Act requirements regarding professional and personal qualifications, the professionally balanced composition of the Supervisory Board, aspects of diversity of the Supervisory Board as well as the experience and internationality of the members have been adequately considered in the selection of the proposed candidates. If the proposed candidates are selected, the Supervisory Board will continue to consist entirely of independent members (shareholder representatives) in accordance with the independence criteria of the Austrian Code of Corporate Governance (C-Rule 53 and Appendix 1 “Guidelines for Independence”).

The Supervisory Board therefore supports the draft resolution and candidate proposals submitted by the shareholder Haselsteiner Familien-Privatstiftung concerning the agenda item “Election of four persons to the Supervisory Board”.

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The Supervisory Board

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