

**STRABAG SE**

Villach, FN 88983 h

ISIN AT000000STR1

**Notice of Annual General Meeting**

We hereby invite our shareholders to the

13th Annual General Meeting of STRABAG SE

on **Friday, 23 June 2017, at 10:30 a.m.**,

at Tech Gate Vienna, Room 0.1, Donau-City-Str. 1, 1220 Vienna.

**I. AGENDA**

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 2016 financial year
2. Resolution concerning the appropriation of the balance sheet profit
3. Resolution concerning the approval of the actions of the members of the Management Board for the 2016 financial year
4. Resolution concerning the approval of the actions of the members of the Supervisory Board for the 2016 financial year
5. Selection of the auditor of the financial statements and group financial statements for the 2017 financial year

**II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING;  
AVAILABILITY OF INFORMATION ON THE COMPANY WEBSITE**

The following documents will be available from **2 June 2017** on the company website at [www.strabag.com](http://www.strabag.com):

- annual financial statements with management report
- consolidated corporate governance report
- consolidated financial statements with group management report

- consolidated report on payments to governments in accordance with Section 267b of the Austrian Commercial Code (UGB) as amended by BGBl I 2015/22
- proposal for the appropriation of the balance sheet profit
- Supervisory Board report

(all of the above for the 2016 financial year)

- draft resolutions concerning agenda items 2–5
- proxy authorisation form
- proxy authorisation form for the independent voting proxy named by the company
- form for the revocation of proxy authorisation
- full text of this notice

### **III. RECORD DATE AND PREREQUISITES FOR PARTICIPATION IN THE GENERAL MEETING**

The right to participate in the Annual General Meeting and to exercise voting rights and the remaining shareholders' rights to be asserted at the Annual General Meeting is conditional on the shares held at the end of **13 June 2017** (record date).

Participation in the Annual General Meeting is limited to persons who, on the record date, hold shares in the company and can supply proof of their shareholdings or who, for holders of registered shares, are entered in the shareholder register and are registered to attend the meeting.

#### **Bearer shares**

For holders of bearer shares, deposit confirmation pursuant to Section 10a of the Austrian Stock Corporation Act (AktG) shall represent sufficient proof of shareholdings on the record date, provided such confirmation is received by the company no later than **20 June 2017 (midnight, CEST, Vienna time)** exclusively via one of the following channels of communication at one of the following addresses:

(i) for deposit confirmation in written form:

by mail	STRABAG SE
or courier:	Hauptversammlung c/o Donau-City-Str. 9 1220 Wien, Austria

by e-mail: anmeldestelle@computershare.de; only electronic documents in PDF format with a qualified electronic signature will be considered

by SWIFT: COMRGB2L  
(Message Type MT598 or MT599, must include ISIN AT000000STR1 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:

by fax: +49 89 30903 74675

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

The shareholders are requested to contact their custodian bank to arrange for the issue and transfer of a deposit confirmation.

The record date has no impact on the liquidity of the shares and is not of importance for the dividend rights.

*[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]*

### **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: 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 AT000000STR1
- Deposit account number or other description

- Date or period of time to which the deposit confirmation refers to

The deposit confirmation as proof of shareholding for participation in the Annual General Meeting must refer to the end of the above-mentioned record date of **13 June 2017 (midnight, CEST, Vienna time)**.

Deposit confirmations will be accepted in German or English.

### **Registered shares**

For holders of registered shares, only such shareholders shall be entitled to participate in the Annual General Meeting whose registration is received by the company in text form no later than **20 June 2017** exclusively at one of the following addresses:

by mail	STRABAG SE
or courier:	Hauptversammlung c/o Donau-City-Str. 9 1220 Wien, Austria
by fax:	+49 89 30903 74675
by e-mail:	anmeldestelle@computershare.de, with the registration attached to the e-mail in text form, e.g. as a PDF file
by SWIFT:	COMRGB2L (Message Type MT598 or MT599, must include ISIN AT0000000STR1 in text)

Registrations will be accepted in German or English.

### **Proof of identity**

Shareholders and their proxy representatives are requested to provide a valid picture ID as proof of identity at registration.

If you are attending the Annual General Meeting as a **proxy representative**, please also bring the **proxy authorisation** in addition to the **official picture ID**. If the original of the power of attorney (voting proxy) has already been sent to the company, your entry will be facilitated if you bring a copy with you.

STRABAG SE reserves the right to determine the identity of the persons attending the Annual General Meeting. If it is not possible to determine a person's identity, that person may be barred from entry.

#### IV. POSSIBILITY AND PROCEDURE FOR AUTHORISATION OF A PROXY REPRESENTATIVE

Shareholders who are entitled to participate in the Annual General Meeting, and who have proven this in accordance with the stipulations contained within Item III of this notice, have the right to authorise a proxy representative to attend the meeting on his or her behalf who is vested with the same rights as the shareholder being represented.

The proxy authorisation must be granted to a specific person (natural or legal) in text form (Section 13 Para 2 AktG); proxies may also be granted to more than one person.

A proxy representative may be appointed before as well as during the Annual General Meeting.

The proxy authorisation may be transmitted via the following channels of communication at one of the following addresses:

by mail	STRABAG SE
or courier:	Hauptversammlung c/o Donau-City-Str. 9 1220 Wien, Austria
by fax:	+49 89 30903 74675
by e-mail:	anmeldestelle@computershare.de, with the proxy authorisation attached to the e-mail in text form, e.g. as a PDF file

The proxy authorisation must be received no later than **22 June 2017, 4:00 p.m.** at one of the above addresses, provided it is not made on the day of the Annual General Meeting at the entrance to the meeting.

Forms for granting and revoking proxy authorisation can be downloaded from the company's 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 particularly about the text form and the content of the proxy authorisation, is available from the proxy authorisation forms that are available to the shareholders.

If a shareholder has granted a proxy authorisation to his/her custodian bank (Section 10a AktG), it is sufficient for the bank to provide a declaration of having

been authorised as a proxy representative in addition to the deposit confirmation.

Shareholders may still exercise their rights in the Annual General Meeting even after appointing a proxy representative. Appearing in person counts as revocation of a previously made proxy authorisation.

The above rules for proxy authorisation apply by analogy to its revocation.

As a special service, shareholders may authorise a representative from the Austrian Shareholder Association (IVA), Feldmühlgasse 22, 1130 Wien, to act as an independent proxy to exercise their voting rights at the Annual General Meeting in accordance with their instructions. The IVA has offered to send Mr Florian Beckermann as a shareholders' representative at the Annual General Meeting. A special proxy authorisation form for Mr Florian Beckermann is available for download from the company website at [www.strabag.com](http://www.strabag.com). This form must be received by the company no later than **22 June 2017, 4:00 p.m.** exclusively at one of the above-mentioned addresses for the receipt of proxy authorisation forms. It is possible to contact Mr Florian Beckermann of the IVA directly at tel.: +43 1 8763343-30, fax: +43 1 8763343-39 or e-mail [florian.beckermann@iva.or.at](mailto:florian.beckermann@iva.or.at).

## **V. NOTICE REGARDING THE RIGHTS OF SHAREHOLDERS UNDER SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (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 Annual General Meeting, provided that these shareholders held the shares for at least three months prior to their petition and that the written petition is received by the company in written form by mail or by courier no later than **2 June 2017 (midnight, CEST, Vienna time)** exclusively at its address Donau-City-Str. 9, 1220 Wien, for the attention of Mag. Diana Neumüller-Klein, Department of Investor Relations. Each agenda item petition must be accompanied by a draft resolution including a statement citing the reason for the proposal. 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)

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 III).

## **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, to be accompanied by a statement stating the reason for such proposal, and may request the draft resolutions, together with the name of the 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 **13 June 2017 (midnight, CEST, Vienna time)** by the company either by fax at +43 1 22422-1177, by mail at Donau-City-Str. 9, 1220 Wien, for the attention of Mag. Diana Neumüller-Klein, 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.

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), 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 III).

## **3. Shareholders' right to information under Article 53 of the Societas Europaea Regulation in connection with § 118 AktG**

All shareholders have the right to request information on company matters at the Annual General Meeting, provided that such information is necessary for the proper assessment of agenda items. This obligation to provide information also covers the company's legal and business relations with subsidiaries as well as the situation of the group and of the companies included in the consolidated financial statements.

The company may refuse to supply such information if, according to sound business judgment, it would be seriously prejudicial to the company or one of its subsidiaries, or if providing such information would comprise a criminal offense.

The Chairman of the Annual General Meeting, in accordance with Section 19 of the Articles of Association, can limit the shareholders' questioning and speaking time within reason. He may in particular impose general or individual restrictions on the speaking time at the beginning of or during the Annual General Meeting.

Requests for information during the Annual General Meeting are usually to be made orally, but may also be done in writing.

To help expedite the progress of the meeting, questions requiring more preparation to answer should be transmitted to the Management Board in text form in due time before the General Meeting. The questions may be sent to the company by fax at +43 1 22422-1177 or by e-mail at [investor.relations@strabag.com](mailto:investor.relations@strabag.com).

#### **4. Motions by shareholders during the Annual 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 Annual General Meeting. 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.

#### **5. Information on the website**

Further information concerning these shareholders' rights under Sections 109, 110, 118 and 119 AktG is available on the company's website at [www.strabag.com](http://www.strabag.com).

### **VI. ADDITIONAL INFORMATION AND NOTICES**

#### **1. Total number of shares and voting rights**

At the time of notice of the Annual General Meeting, the share capital of the company amounted to EUR 110,000,000.00 and was divided into 110,000,000 no-par bearer shares. Each share qualifies for one vote. The total number of voting rights at the time of notice of the Annual General Meeting therefore amounts to 110,000,000.



The company held 7,400,000 own shares at the time of notice of the Annual General Meeting, No special rights, including voting rights, accrue to the company.

## **2. Partial webcast of the Annual General Meeting**

It is planned to transmit a webcast of the Annual General Meeting up to the start of the general debate.

All company shareholders, as well as the interested public, may follow the speech of the CEO at the Annual General Meeting on 23 June 2017 from approx. 10:30 a.m. live online at [www.strabag.com](http://www.strabag.com). There will be no other image or voice webcast of the Annual General Meeting.

## **3. Security precautions**

When planning and scheduling your arrival, we ask that you consider the large number of expected participants as well as the usual security precautions. Entry to pick up the voting ballots begins at 9:00 a.m.

Vienna, May 2017

The Management Board