



**STRABAG SE**  
**Villach, FN 88983 h**  
**ISIN AT000000STR1**

## **Notice of Annual General Meeting**

We hereby invite our shareholders to the

11th Annual General Meeting of STRABAG SE

on **Friday, 12 June 2015, at 10:00 a.m.**,  
at Austria Center Vienna, Hall F, Bruno-Kreisky-Platz 1, 1220 Vienna.

### **Agenda**

1. Presentation of the annual financial statements, including the management report and corporate governance report; of the consolidated financial statements, including the group management report; of the proposal for the appropriation of profit; and of the supervisory board report for the 2014 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 2014 financial year
4. Resolution concerning the approval of the actions of the members of the supervisory board for the 2014 financial year
5. Selection of the auditor of the financial statements and group financial statements for the 2015 financial year
6. Supervisory board elections

### **DOCUMENTS FOR THE ANNUAL GENERAL MEETING**

The following documents will be available from **22 May 2015** on the company website at [www.strabag.com](http://www.strabag.com) as well as at the Annual General Meeting:

- annual financial statements with management report

- corporate governance report
- consolidated financial statements with group management report
- proposal for the appropriation of the balance sheet profit
- supervisory board report

(all of the above for the 2014 financial year)

- draft resolutions concerning agenda items 2–6
- proxy authorisation form
- form for the revocation of proxy authorisation
- full text of this notice

### **NOTICE REGARDING THE RIGHTS OF SHAREHOLDERS UNDER SECTIONS 109, 110, 118 AND 119 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, 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 no later than **22 May 2015** exclusively at its address Donau-City-Straße 9, 1220 Wien, for the attention of Mag. Diana Neumüller-Klein, CFA, Investor Relations. Each agenda item petition must be accompanied by a draft resolution including a statement citing the reason for the proposal. For holders of bearer shares, proof of shareholdings may be accomplished by presenting deposit confirmation in accordance with Sec 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 right to participate.

Shareholders whose holdings represent a combined total of **1 % of the share capital** may submit **draft resolutions** in writing for each agenda item, to be accompanied by a statement stating the reason for such a proposal, and may request the draft resolutions and explanatory statements to be posted on the company's website. Such requests must be received in writing by the company no later than **5 June 2015** by fax to +43 (1) 22 422 - 1177, by mail to Donau-City-Straße 9, 1220 Wien, for the attention of Mag. Diana Neumüller-Klein, CFA, Investor Relations or by e-mail to investor.relations@strabag.com with the petition to be attached to the e-mail in writing, e.g. as a PDF file. For **proposals regarding the election of a supervisory board member**, the explanatory

statement takes the form of a candidate statement pursuant to Section 87 Paragraph 2 of the Austrian Stock Corporation Act (AktG). For holders of bearer shares, proof of shareholdings as the basis for exercising this shareholder right may be accomplished by presenting deposit confirmation in accordance with Sec 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 right to participate.

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

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.

Every shareholder is further entitled to bring forward motions in respect to each item on the agenda at the Annual General Meeting with no prior notice necessary. A **shareholder proposal for candidates to the supervisory board** requires the timely presentation of a draft resolution in accordance with Section 110 AktG: Candidates for the supervisory board elections (Agenda Item 6) may only be proposed by shareholders whose holdings represent a combined total of at least 1 % of the share capital. Candidate proposals must be received by the company no later than **2 June 2015** in the above-stated manner and must be accompanied by a candidate statement pursuant to Section 87 Paragraph 2 of the Austrian Stock Corporation Act (AktG) which includes a description of the candidate's professional qualifications, professional or comparable functions and any circumstances that could give reason for concern in respect to potential bias or conflict of interest.

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

## **RECORD DATE AND 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, for holders of bearer shares, on the shares held and, for holders of registered shares, on entry in the shareholder register at the end of **2 June 2015** (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 register to attend the meeting.

### **Bearer shares**

For holders of bearer shares, deposit confirmation pursuant to Sec 10a AktG shall represent sufficient proof of shareholdings on the record date, provided such confirmation is received by the company no later than **9 June 2015** exclusively at one of the following addresses:

by mail or courier: Oesterreichische Kontrollbank AG  
Abteilung KMS / HV Operation Center 2  
Strauchgasse 1-3 / 6. Stock  
1010 Wien

as proxy representative of STRABAG SE or

by fax: +43 (1) 928 90 61

by e-mail: hv.anmeldung-2@oekb.at, with the deposit confirmation to be attached to the e-mail in writing, e.g. as a PDF file

by SWIFT: OEKOATWWHVS (Message Type MT598, must include ISIN AT000000STR1 in 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]*

### **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 issuing institution: name/company and address or code commonly used in business transactions between banks (BIC)
- 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 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 above-mentioned record date of **2 June 2015**.

Deposit confirmation 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 writing no later than **9 June 2015** exclusively at one of the following addresses.

by mail or courier    Oesterreichische Kontrollbank AG  
Abteilung KMS / HV Operation Center 2  
Strauchgasse 1-3 / 6. Stock  
1010 Wien

as proxy representative of STRABAG SE or

by fax:                    +43 (1) 928 90 61

by e-mail:                hv.anmeldung-2@oekb.at, with the registration attached  
to the e-mail in writing, e.g. as a PDF file

by SWIFT:                OEKOATWWHVS (Message Type MT598, must include  
ISIN AT000000STR1 in text)

Registrations will be accepted in German or English.

## PROXY REPRESENTATION

Shareholders who are entitled to participate in the Annual General Meeting have the right to appoint 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 power of proxy must be granted to a specific person (natural or legal) in writing; proxies may also be granted to more than one person.

The appointment of a proxy representative must be received by the company no later than **11 June 2015, 5:00 p.m.**, exclusively at one of the following addresses:

by mail or courier    Oesterreichische Kontrollbank AG  
Abteilung KMS / HV Operation Center 2  
Strauchgasse 1-3 / 6. Stock  
1010 Wien

as proxy representative of STRABAG SE or

by fax:                    +43 (1) 928 90 61

by e-mail:                hv.anmeldung-2@oekb.at, with the proxy attached  
to the e-mail in writing, e.g. as a PDF file

On the day of the Annual General Meeting:

In person:                when registering for the Annual General Meeting  
at the designated meeting place

The aforementioned procedure for granting a proxy shall apply by analogy to the revocation of a proxy which has already been sent to the company.

Forms for granting and revoking proxies can be sent upon request or can be downloaded from the company's website at [www.strabag.com](http://www.strabag.com).

If a shareholder has granted a proxy to his/her custodian bank, it is sufficient for the bank to provide a declaration of having been appointed proxy in addition to the deposit confirmation. Sec 10a Para 3 AktG shall apply to the transmission of such declarations by analogy.

## **TOTAL NUMBER OF SHARES AND VOTING RIGHTS**

At the time of convocation of the Annual General Meeting, the share capital of the company was divided into 114,000,000 no-par shares. Each share qualifies for one vote. The company holds 11,400,000 own shares with no special rights accruing to the company. The total number of shares granting the right to participate and vote in the Annual General Meeting was 102,600,000 at the time of convocation of the Annual General Meeting.

## **PARTIAL WEBCAST OF THE ANNUAL GENERAL MEETING**

All company shareholders, as well as the interested public, may follow the speech of the CEO at the Annual General Meeting on 12 June 2015 from approx. 10:00 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.

## **ENTRY TO THE ANNUAL GENERAL MEETING**

Please bring your **confirmation of registration** and an **official picture ID** to the Annual General Meeting (registration).

If you are attending the Annual General Meeting as a **proxy representative**, please also bring the **power of attorney (voting proxy)** 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.

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 2015

The Management Board