

STRABAG SE

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Notice of Extraordinary General Meeting

We hereby invite our shareholders to the

Extraordinary General Meeting of STRABAG SE

on **Thursday, 5 May 2022, at 10:00 a.m.**

at STRABAG SE, 1220 Vienna, Donau-City-Str. 9, event room "Gironcoli Kristall".

The General Meeting is being convened on the basis of a written request by the shareholder Haselsteiner Familien-Privatstiftung pursuant to Sec 105 Para 3 of the Austrian Stock Corporation Act (AktG).

For the protection of the shareholders and other participants, the Management Board has decided to make use of the legal provisions for a virtual General Meeting.

The Extraordinary General Meeting of STRABAG SE on 5 May 2022 will be held as a virtual General Meeting on the basis of Sec 1 Para 2 COVID-19 Corporate Law Act ("COVID-19-GesG", Federal Law Gazette I No. 16/2020) as amended by Federal Law Gazette I No. 246/2021 and the COVID-19 Corporate Law Ordinance ("COVID-19-GesV", Federal Law Gazette II No. 140/2020 as amended by Federal Law Gazette II No. 609/2021), taking into account the interests of both the company and the participants.

This means that, in accordance with the decision of the Management Board, shareholders and their representatives (with the exception of the special proxies pursuant to Sec 3 Para 4 COVID-19-GesV) cannot be physically present at the Extraordinary General Meeting of STRABAG SE on 5 May 2022.

Regrettably, the virtual Extraordinary General Meeting will therefore be held exclusively in the physical presence of the Chairman of the Supervisory Board, the CEO and the members of the Management Board, the certified public notary and the four special proxies proposed by the company at Donau-City-Str. 9, 1220 Vienna.

I. AGENDA

Resolution concerning

- (i) Reduction of the number of Supervisory Board members elected by the General Meeting from four to three;**
- (ii) Recall of the Supervisory Board member Dr. Hermann Melnikov, who was elected by the General Meeting; and**
- (iii) Recall of the Supervisory Board member Thomas Bull, who was delegated by the holder of registered share no. 2.**

II. INFORMATION ABOUT THE VIRTUAL GENERAL MEETING AND THE ORGANISATIONAL AND TECHNICAL REQUIREMENTS FOR PARTICIPATION

In keeping with COVID-19-GesG (Federal Law Gazette I No. 16/2020), as amended, and the ordinance enacted on its basis (COVID-19-GesV, Federal Law Gazette II No. 140/2020), as amended, the Extraordinary General Meeting of STRABAG SE will take place as a virtual General Meeting. The organisational and technical requirements for participation in the virtual meeting in accordance with Sec 2 Para 4 COVID-19-GesV are stated below.

Holding the Extraordinary General Meeting as a virtual meeting in accordance with COVID-19-GesV results in modifications to the conduct of the General Meeting as well as to the exercise of shareholders' rights.

Voting rights, the right to propose resolutions and the right to raise objections will be exclusively exercised by one of the special proxies nominated by the company in accordance with Sec 3 Para 4 COVID-19-GesV.

The right to information may be exercised in the virtual General Meeting by the shareholders themselves by way of electronic communication, namely by submitting questions in text form exclusively by e-mail directly to the company's e-mail address **Fragen.aoHV2022@strabag.com**, provided that the shareholders have submitted in due time deposit confirmation for their bearer shares pursuant to Sec 10a AktG or a registration for their registered shares pursuant to Item IV and have authorised a special proxy pursuant to Item II Paragraph 2 and Item V.

1. Webcast of the General Meeting

A real-time webcast of the General Meeting will be broadcast online. All company shareholders may follow the General Meeting on 5 May 2022 from around 10:00 a.m. online at www.strabag.com.

For the audio and video playback via an Internet browser, shareholders require high-performance Internet access and an Internet-compatible device. No registration or login is required to follow the General Meeting.

The webcast of the virtual General Meetings gives all shareholders the opportunity to follow the proceedings of the General Meeting, in particular the presentation by the Management Board, the answers to shareholders' questions and the voting procedure, in real time through a one-way video and audio connection.

It should be noted that this live transmission as a virtual General Meeting does not enable remote participation (Sec 102 Para 3 Line 2 AktG) or remote voting (Sec 102 Para 3 Line 3 AktG and Sec 126 AktG) and that the transmission via Internet is not a two-way connection. The individual shareholder can therefore only follow the proceedings of the General Meeting. Shareholders will not be able to make comments or statements via this connection.

It is also pointed out that the company is only responsible for the implementation of technical means of communication insofar as these can be attributed to its area of responsibility (Sec 2 Para 6 COVID-19-GesV).

2. Representation of shareholders by special proxies

The General Meeting is being held as a virtual meeting; it will not be possible for shareholders to be physically present. In accordance with Sec 3 Para 4 COVID-19-GesV, shareholders can cast votes, propose resolutions or raise an objection in the virtual meeting only through one of the four independent special proxies named by the company below, the costs of which will be carried by the company:

1. Dr. Michael Knap

c/o Interessenverband für Anleger, IVA, Feldmühlgasse 22, 1130 Vienna
Tel. +43 1 8763343-30
E-mail: knap.strabag@computershare.de

2. MMag. Thomas Niss, MBA

c/o Coown Technologies GmbH, Gusshausstraße 3/2, 1040 Vienna
Tel. +43 664 529 6002

E-mail: niss.strabag@computershare.de

3. **Rechtsanwalt Mag. Christian Thaler**

c/o THALER.legal Rechtsanwalts GmbH, Ebendorferstraße 6/10, 1010 Vienna

Tel. +43 1 9978022

E-mail: thaler.strabag@computershare.de

4. **Rechtsanwalt Mag. Gabriel Goess**

c/o Ankershofen – Goess – Hinteregger Rechtsanwälte OG, Plankengasse 7/3,
1010 Wien

Tel. +43 1 5129772

E-mail: goess.strabag@computershare.de

To cast votes, propose resolutions or raise an objection in the virtual meeting, shareholders must choose and authorise one of the above-mentioned special proxies. The special proxies will only exercise the voting right, the right to propose resolutions and the right to raise objections in accordance with the shareholders' instructions.

It is recommended that you contact the special proxy of your choice in good time if you intend to instruct the special proxy to propose a resolution or to object to one or more items on the agenda.

A **proxy authorisation form** for the four special proxies, as well as a form for the revocation of proxy authorisation, is available for download from the company website at 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 particular about the text form and the content of the proxy authorisation, is available from the proxy authorisation forms that are available to the shareholders.

To facilitate processing, please send your completed proxy authorisation form (in text form) in such a timely manner that it is received no later than **3 May 2022, 4:00 p.m.**, using one of the communication channels stated below.

Authorisation forms may be sent to the special proxies **by e-mail** at the address of the person you have chosen, with the proxy authorisation attached to the e-mail in text form, e.g. as a PDF file. This way the special proxy of your choice will have direct access to the authorisation and your instructions.

The following communication channels and addresses are also available for the transmission of your proxy authorisation form:

by mail or courier	STRABAG SE Hauptversammlung c/o Donau-City-Str. 9 1220 Vienna
by fax	+49 89 30903 74675
by SWIFT	COMRGB2L (Message Type MT598 or MT599, must include ISIN AT000000STR1 or number of the registered share in text)

Please note that it is not possible to present a proxy authorisation in person on the day of the General Meeting.

Shareholders have the option to revoke their proxy authorisation. The above rules for proxy authorisation apply by analogy to its revocation. The revocation does not take effect until it has been received by the company.

Please note that deposit confirmation in accordance with Sec 10a AktG is a prerequisite for participation in the virtual general meeting and must be received by the company no later than 2 May 2022 (see Item IV).

3. Shareholders' right to information

Shareholders may exercise their right to information pursuant to Sec 118 AktG in the virtual general meeting as follows:

A prerequisite for shareholders to exercise their right to information is proof of entitlement to attend (Item IV of this Notice of Extraordinary General Meeting) and the issuance of a corresponding power of attorney to the special proxy (Item II Para 2 and Item V of this Notice of General Meeting).

It is expressly pointed out that the **right to information and the right to speak during this virtual Extraordinary General Meeting** may be exercised by the shareholders themselves by way of electronic mail exclusively by sending their questions or a prepared speech by e-mail directly to the company exclusively at the e-mail address **Fragen.aoHV2022@strabag.com**.

The shareholders are asked to send all **questions – which must relate exclusively to the agenda item announced in this notice – in advance in text form** by e-mail to **Fragen.aoHV2022@strabag.com**, if possible in such a way that they are **received by** the company on the 3rd workday before the

Extraordinary General Meeting, which is **2 May 2022**. This serves to maintain meeting efficiency in the interest of all participants in the Extraordinary General Meeting, in particular for issues that require a longer preparation time.

This will enable the Management Board to prepare themselves as accurately as possible and to respond quickly to the questions asked. Questions not relating to the agenda item announced in this notice will not be answered.

Please use the **question form** which is available on the company's website at **www.strabag.com**. If this question form is not used, the person (name/company, date of birth/company register number of the shareholder) must be named in the corresponding e-mail. In order to enable the company to establish the identity and agreement with the deposit confirmation, we ask you in this case to also state your deposit number in the e-mail.

Please note that **reasonable time restrictions may be imposed by the chairman** during the General Meeting.

If any doubts arise regarding the identity of a participant during the conduct of the meeting, the company reserves the right to verify the identity in an appropriate manner.

If a proxy exercises the right to information, proof of proxy authorisation must also be provided in text form. **Please note that the special proxies cannot be authorised to exercise the right to information.**

4. Rights during the General Meeting

A shareholder may also send questions by e-mail to Fragen.aohV2022@strabag.com during the virtual general meeting (see above on the shareholders' right to information).

The questions received by the company from shareholders before or during the General Meeting are read out in the meeting in accordance with Sec 118 AktG by the Chairman or a person designated by him.

The Chairman of the General Meeting will structure the course of the meeting, in particular announcing during the meeting a certain point in time until which questions may be asked.

Likewise, the shareholder may, up to the times specified by the Chairman in the General Meeting, give (or amend) instructions by e-mail to the authorised special proxy, in particular instructions on casting votes, making motions or raising

objections. Please note that the special proxy cannot exercise the right to ask questions on behalf of the shareholder.

For any instructions, please send a simple e-mail to the e-mail address of your special proxy listed under Item 2 above. The e-mail must end with your name (reproduction of signature in accordance with Sec 13 Para 2 AktG). Please use the e-mail address indicated in the proxy authorisation form to verify your identity and to ensure that it matches the proxy authorisation issued, or name the person making the declaration by stating the name/company and date of birth/company register number of the shareholder if you use another e-mail address (see above for the relevant requirements when exercising the shareholders' right to information).

Please note that during the General Meeting you can only communicate with your special proxy by e-mail and not by phone.

III. DOCUMENTS FOR THE GENERAL MEETING; AVAILABILITY OF INFORMATION ON THE COMPANY WEBSITE

The following documents will be available from **14 April 2022** on the company website at www.strabag.com.

- request to convene an Extraordinary General Meeting by the shareholder Haselsteiner Familien-Privatstiftung pursuant to Sec 105 Para 3 AktG dated 12 April 2022
- agenda including draft resolutions and explanatory statement by shareholder Haselsteiner Familien-Privatstiftung
- proxy authorisation form for the four independent special proxies named by the company
- form for the revocation of proxy authorisation
- question form
- full text of this notice
- if necessary, additional and/or amended information on the organisational and technical requirements for participation in the virtual general meeting

IV. RECORD DATE AND PREREQUISITES FOR PARTICIPATION IN THE GENERAL MEETING

The right to participate in the General Meeting and to exercise voting rights and the remaining shareholders' rights to be asserted at the virtual General Meeting in accordance with COVID-19-GesG and COVID-19-GesV is conditional on the shares held at the end of **25 April 2022** (record date).

Participation in the General Meeting and the exercise of shareholder rights 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 participate in the meeting.

Please note that it is not possible for shareholders to come to the location of the General Meeting themselves and that they cannot physically attend the meeting (virtual General 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 **2 May 2022 (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 Vienna, Austria

by SWIFT: COMRGB2L
 (Message Type MT598 or MT599, must include
 ISIN AT0000000STR1 in text)

(ii) for deposit confirmation in text form, deemed to be sufficient by the Articles of Association in accordance with Sec 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 Sec 10a 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 Extraordinary General Meeting must refer to the end of the record date of **25 April 2022 (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 Extraordinary General Meeting whose registration is received by the company in text form no later than **2 May 2022 (midnight, CEST, Vienna time)** exclusively at one of the following addresses:

by mail	STRABAG SE
or courier:	Hauptversammlung c/o Donau-City-Str. 9 1220 Vienna, 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 the number of the registered share in the text)

Registrations will be accepted in German or English.

V. POSSIBILITY AND PROCEDURE FOR AUTHORISATION OF A PROXY REPRESENTATIVE

Shareholders who are entitled to participate in the virtual Extraordinary General Meeting in accordance with COVID-19-GesG and COVID-19-GesV, and who have proven this in accordance with the stipulations contained within Item IV of this notice, have the general right to authorise proxy representatives to attend the meeting on their behalf who are vested with the same rights as the shareholder being represented.

For the virtual Extraordinary General Meeting on 5 May 2022, however, the special rule applies that **exclusively one of the special proxies named under Item II above must be authorised** to cast votes, propose resolutions or raise an objection during the virtual general meeting.

Under Sec 3 Para 4 COVID-19-GesV, it is not possible to authorise persons other than the four special proxies to exercise these rights in the virtual general meeting. It is permissible, however, to authorise other persons to exercise other rights, in particular the right to information.

If shareholders authorise persons to represent them other than one of the four special proxies named by the company, such as the custodian bank, an effective proxy chain (sub-proxy) must exist to ensure that one of the four special proxies is authorised to exercise the right to vote, to propose resolutions and to make an objection in the virtual general meeting itself.

The proxy authorisation must be made in text form (Sec 13 Para 2 AktG). If a shareholder has granted a proxy authorisation to his/her custodian bank (Sec 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 have the option to revoke their proxy authorisation. The rules for proxy authorisation apply by analogy to its revocation. The revocation does not take effect until it has been received by the company.

VI. NOTICE REGARDING THE RIGHTS OF SHAREHOLDERS UNDER SECTIONS 109, 110, 118 AND 119 AKTG

1. Proposal of additional agenda items by shareholders under Sec 62 Para 1 of the Austrian Societas Europaea Act in connection with Sec 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 Extraordinary 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 16 April 2022 (midnight, CEST, Vienna time) exclusively at its address Donau-City-Straße 9, 1220 Vienna, for the attention of MMag. Marianne Jakl, Department of Investor Relations, or, if sent by e-mail, with a qualified electronic signature to the e-mail address investor.relations@strabag.com or by SWIFT to the address COMRGB2L. "Written" means signed personally or by an authorised representative for each applicant or, if sent by e-mail, with a qualified electronic signature or, if sent by SWIFT, with Message Type MT598 or Type MT599, where ISIN AT000000STR1 must be indicated in the text.

Each agenda item petition must be accompanied by a draft resolution including a statement citing the reason for the proposal. The agenda item and the draft resolution, but not its justification, must be written in German. Proof of shareholder status as the basis for exercising this shareholder right may be accomplished by presenting deposit confirmation in accordance with Section 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 prerequisites for participation (Item IV). Multiple deposit confirmations for shares which only jointly represent a shareholding of 5 % must refer to the same point in time.

2. Draft resolutions to the agenda proposed by shareholders under Article 53 of the Societas Europaea Regulation in connection with Sec 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 respective

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 24 April 2022 (midnight, CEST, Vienna time) by the company either by fax at +43 1 22422-1177, by mail at Donau-City-Str. 9, 1220 Vienna, for the attention of MMag. Marianne Jakl, 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. If declarations are required to be made in text form in accordance with Section 13 Para 2 AktG, the declaration must be submitted in a document or another manner that is suitable for permanent reproduction, the person making the declaration must be named and the conclusion of the declaration must be made recognisable by signature or otherwise. The draft resolution, but not its justification, must be written in German.

Proof of shareholder status as the basis for exercising this shareholder right shall 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 prerequisites for participation (Item IV). Multiple deposit confirmations for shares which only jointly represent a shareholding of 1 % must refer to the same point in time.

The proposals will be published on the company's website at www.strabag.com no later than two working days after receipt.

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 Extraordinary General Meeting, provided that such information is necessary for the proper assessment of the agenda item. 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 right to information may be exercised in the virtual general meeting in accordance with the modalities explained under Item II.

4. Motions by shareholders during the General Meeting under Article 53 SE-VO in conjunction with Sec 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 Extraordinary General Meeting. **In the virtual general meeting on 5 May 2022, shareholders can only submit motions through one of the special proxies (see the explanations under Item II).**

5. Information on the website

The information concerning these shareholders' rights under Sections 109, 110, 118 and 119 AktG is available on the company's website at www.strabag.com.

VII. ADDITIONAL INFORMATION AND NOTICES

1. Total number of shares and voting rights

At the time of notice of the Extraordinary General Meeting, the share capital of the company amounted to € 102,600,000.00 and was divided into 102,600,000 no-par shares. Each share qualifies for one vote. The company does not hold any own shares at the time of giving notice of the General Meeting. The total number of voting rights at the time of notice of the General Meeting therefore amounts to 102,600,000.

2. Information for shareholders on the processing of personal data

STRABAG SE processes shareholders' **personal data**, including but not limited to the data as stated in Sec 10a Para 2 AktG (name, address, date of birth, the number of the securities deposit account, number of shares held by the shareholder, class of shares (if applicable), number of the voting card, and name and date of birth of the proxy representative (if applicable)), in accordance with the applicable data protection laws, in particular the European Union's **General Data Protection Regulation** (GDPR) and the Austrian **Data Protection Act**, to enable the shareholders to exercise their rights during the course of the General Meeting.

The processing of personal data is mandatory for the attendance of shareholders and their representatives at the General Meeting in accordance with the Austrian

Stock Corporation Act. Legal basis for the processing is **Article 6 (1) c) of the General Data Protection Regulation**.

STRABAG SE is the **data controller** responsible for the processing of the personal data. For the purpose of organising the General Meeting, STRABAG SE makes use of external **service providers**, such as notaries, attorneys, banks and IT service providers. These service providers receive from STRABAG SE only those personal data that are necessary to provide the requested services and they process the data solely in accordance with the instructions of STRABAG SE. As far as is legally necessary, STRABAG SE has concluded a **data protection agreement** with these service providers.

If a shareholder, through authorisation of one of the special proxies, participates in the virtual general meeting, all attending shareholders or their representatives, the members of the Management and Supervisory Boards, the notary, and all other persons with a legal right to participate can look into or request to look into the legally mandated **attendance list** (Sec 117 AktG) and so see the personal data stated therein (e.g. name, place of residence, interests held). Please note that shareholders can only view the list of participants in the virtual general meeting through the special proxy who is authorised to do so. Moreover, STRABAG SE is legally required to submit personal shareholder data (including but not limited to the attendance list) to the **company register** as part of the notarial record (Sec 120 AktG).

The data of the shareholders are anonymised and erased as soon as they are no longer needed for the purpose for which they were collected and processed, and as long as no other legal obligations require their further storage. **Documentation and retention obligations** arise from corporate, stock and takeover law, from legislation on taxes and duties, and from money laundering regulations. In the event that legal claims are asserted by shareholders against STRABAG SE or by STRABAG SE against shareholders, the storage of personal data serves the purpose of **clarifying and asserting such claims** in individual cases. In the context of legal proceedings involving civil lawsuits, this may result in the storage of data during the period of limitation plus the duration of the legal proceedings until the latter's legally valid conclusion.

Shareholders are at all times entitled to exercise any of the **rights of access, rectification, restriction, objection and erasure** with regard to the processing of their personal data as well as to exercise their **right to data portability** in accordance with chapter III of the General Data Protection Regulation. Shareholders may assert these rights against STRABAG SE free of charge by

sending an e-mail to investor.relations@strabag.com or by postal mail to the following **address**:

STRABAG SE
c/o Donau-City-Str. 9
1220 Vienna
Telefax: +43 (1) 22422 1177

Furthermore, shareholders have the **right to lodge a complaint** with the **supervisory authorities for data protection** according to Article 77 of the General Data Protection Regulation.

Additional information on data protection is available in the data protection statement on the website of STRABAG SE at www.strabag.com.

Vienna, April 2022

The Management Board