

	<b>Information about the shareholder or shareholders (if multiple depositors)</b>  <i>(To help us process your form more rapidly, please provide the following information (in block letters) as completely as possible.)</i>
Name(s)/company	
Address (postcode, city/town, street, number)	
For natural persons: date of birth/for legal persons: register and number (if available)	
Name and address of the financial institution at which the deposit account is located	
Bank sort code or BIC	Account number

## PROXY AUTHORISATION

**to exercise voting rights at the 19th Annual General Meeting  
of STRABAG SE (FN 88983 h, ISIN AT000000STR1) on 16 June 2023**

I/We, .....

.....  
(name(s)/company and address of shareholder(s)<sup>1</sup>)

**hereby authorise**

*Mr. Florian Beckermann of the Austrian Shareholder Association IVA,  
Feldmühlgasse 22, 1130 Wien, Austria,*

to represent me/us at the above-stated General Meeting and to exercise the voting rights on my/our behalf.

This proxy authorisation refers to \_\_\_\_\_ of my/our shares.

*(If you leave this space empty, the proxy authorisation will automatically refer to all shares stated on the deposit confirmation issued by the custodian bank on the record date.)*

The proxy representative is authorised to delegate their authority to a subproxy. *(Cross out if not applicable.)*

In particular, I authorise the proxy representative appointed above to exercise my voting rights on the following **agenda items** and to pass resolutions on these items:

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 2022 financial year
2. Resolution concerning the appropriation of the balance sheet profit

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<sup>1</sup> If you are completing this proxy authorisation form not as a shareholder but as a representative of a shareholder, please include proof of your power of representation (power of attorney issued by shareholders, etc.).

3. Resolution concerning the approval of the actions of the members of the Management Board for the 2022 financial year
4. Resolution concerning the approval of the actions of the members of the Supervisory Board for the 2022 financial year
5. Selection of the auditor of the financial statements and group financial statements for the 2023 financial year
6. Resolution concerning the remuneration report for the Management Board and the Supervisory Board for the 2022 financial year
7. Resolution concerning the increase of the share capital of the company from company funds, resolutions concerning ordinary reductions of the share capital of the company and resolution concerning the non-cash capital increase of the share capital of the company, specifically
  - a) resolution concerning the increase of the share capital of the company from company funds through conversion of a portion of the committed reserves in the amount of EUR 1,900,000,000.00 shown in the annual financial statements as at 31 December 2022 into share capital without issuing new shares (capital adjustment pursuant to Section 1 et seq. of the Austrian Capital Adjustment Act (Kapitalberichtigungsgesetz, or “KapBG”);
  - b) resolution concerning the ordinary reduction of the share capital of the company by EUR 996,620,004.30 pursuant to Section 175 et seq. of the Austrian Stock Corporation Act (Aktiengesetz, or “AktG”) for the purpose of allocation to non-committed reserves with reduction of the pro rata amount of the share capital attributable to each no-par value share (without reverse stock split);
  - c) resolution concerning the reduction of the share capital of the company by EUR 903,379,995.70 in accordance with the provisions on ordinary capital reductions pursuant to Section 175 et seq. AktG for the purpose of repayment of part of the share capital with reduction of the pro rata amount of the share capital attributable to each no-par value share (without reverse stock split);
  - d) resolution concerning the ordinary increase of the share capital of the company pursuant to Section 150 et seq. AktG by up to EUR 24,955,248.00 through the issue of up to 24,955,248 new no-par value bearer shares with contributions in kind to be raised by way of a shareholder waiver on distribution entitlements from the capital reduction (item c)).

I specifically **instruct** the above-mentioned proxy representative to cast my vote for the respective draft resolution from the Management Board or Supervisory Board in reference to **agenda items 2 through 7** as indicated below (*mark the appropriate box; if no instruction is given, the proxy representative is authorised to vote at their own discretion*):

**Agenda Item 2**

Yes	No	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Agenda Item 3**

Yes	No	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Agenda Item 4**

Yes	No	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Agenda Item 5**

Yes	No	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Agenda Item 6**

Yes	No	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Agenda Item 7a**

Yes	No	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Agenda Item 7b**

Yes	No	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Agenda Item 7c**

Yes	No	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Agenda Item 7d**

Yes	No	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In the event of **new or amended motions submitted by a shareholder** during the Annual General Meeting, I instruct the proxy holder to vote in accordance with the following instructions:

- YES (approval of such an as yet unknown motion)
- NO (rejection on such an as yet unknown motion)
- Abstain

In the event of **new or amended motions submitted by the Management Board or the Supervisory Board** during the Annual General Meeting, I instruct the proxy holder to vote in accordance with the following instructions:

- YES (approval of such an as yet unknown motion)
- NO (rejection on such an as yet unknown motion)
- Abstain

If a separate vote is held on individual items of a proposed resolution, any instruction issued in relation to this proposal shall apply accordingly to each individual vote.

The proxy holder will abstain from voting on proposed resolutions if the instructions are unclear (e.g. simultaneously YES and NO for the same proposed resolution).

If additional or amended instructions are issues after this form has been submitted, the instructions issued herein shall remain in effect unless amended or revoked.

I/We understand that the proxy representative will accept no instructions to address the General Meeting, to raise objections against resolutions, to ask questions or to file motions.

Telephone number and/or e-mail for contact: \_\_\_\_\_

\_\_\_\_\_  
(Place, Date)

\_\_\_\_\_  
(Signature / Company Seal)

**For the proxy authorisation to be valid, it must be received by STRABAG SE at the latest on 15 June 2023, by 4:00 p.m. (Vienna time), at one of the following:**

by mail or courier

STRABAG SE  
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 to be attached to the e-mail in text form, e.g. as a PDF file

After this deadline, the proxy authorisation may only be presented in person on the day of the General Meeting at the entrance to the meeting.