

STRABAG SE
Villach, FN 88983 h

**Draft Resolutions of the Management Board for the
16th Annual General Meeting
19 June 2020**

- 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 2019 financial year**

A resolution on this agenda item is not required.

- 2. Resolution concerning the appropriation of the balance sheet profit**

The 2019 financial year closed with a balance sheet profit of € 121.00 million.

The Management Board proposes to the Annual General Meeting a dividend in the amount of € 0.90 per (dividend-bearing) share. The remainder shall be carried forward to new account.

Entitlement to and payment of the dividend is subject to the condition precedent that the total amount of liquid assets of the company and of all companies fully consolidated in accordance with the applicable International Accounting Standards (IFRS/IAS), plus any contractually agreed but unused loans, does not fall below € 1 billion as at 31 October 2020 even if the dividend is paid out. In accordance with IFRS/IAS, liquid assets include securities, cash in hand and bank deposits.

By 25 November 2020, the company will obtain confirmation from KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Linz, of the total amount of liquid assets plus contractually agreed but unused loans as at

31 October 2020 and will state whether the above condition has been met (dividend announcement).

If the condition precedent is met, the dividend payout date will be 30 November 2020 and the ex-dividend day will be 26 November 2020.

If the condition precedent is not met, the portion of the balance sheet profit attributable to the approved dividend will also be carried forward to new account.”

3. Resolution concerning the approval of the actions of the members of the Management Board for the 2019 financial year

The Management Board proposes to approve the actions of the members of the Management Board who held the position in the 2019 financial year for this period.

4. Resolution concerning the approval of the actions of the members of the Supervisory Board for the 2019 financial year

The Management Board proposes to approve the actions of the members of the Supervisory Board who held the position in the 2019 financial year for this period.

5. Selection of the auditor of the financial statements and group financial statements for the 2020 financial year

A draft resolution regarding this agenda item is to be made exclusively by the Supervisory Board.

6. Elections to the Supervisory Board

A draft resolution regarding this agenda item is to be made exclusively by the Supervisory Board.

7. Resolution concerning the remuneration policy

A draft resolution regarding this agenda item is to be made exclusively by the Supervisory Board.

Vienna, 23 April 2020

The Management Board