

SUPERVISORY BOARD REPORT



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Dr. Alfred Gusenbauer

Dear shareholders,
associates and friends of STRABAG SE!

We experienced a multitude of challenges in 2022. Russia's invasion of Ukraine not only marked a turning point for the European continent, but also led to massive price increases for key commodities such as energy and building materials. The central banks countered the sharp rise in inflation with noticeable increases in the key interest rate. Despite the many challenges, STRABAG SE was able to hold its ground well in 2022 – both in terms of its output as well as earnings. There are many reasons for this: Among other things, the Austrian

core shareholders and the Management Board of STRABAG SE quickly and decisively implemented sweeping measures to prevent any possible, even indirect, influence by Oleg Deripaska on the company. The effects of cost inflation were also cushioned by our partnership-based cooperation with suppliers and customers. This once more demonstrates the importance and stabilising effect of having a diversified business model with strong market positions in the public-sector infrastructure segment.

Open exchange of information and opinion in the
Supervisory Board meetings

In the 2022 financial year, the Supervisory Board duly fulfilled the responsibilities assigned to it by law, by the Articles of Association, by the Austrian Code of Corporate Governance (ÖCGK) and by

the Rules of Procedure. It fulfilled its supervisory duty primarily during the regular board and committee meetings, some of which were still held virtually due to the Covid-19 pandemic. An

exchange of information also took place between the Management Board and the Supervisory Board, in particular with the Chairman of the Supervisory Board, outside of the regular board and committee meetings.

During the Supervisory Board meetings, the Management Board regularly and extensively informed the Supervisory Board as to the market situation, the business development and the company's situation.

Open discussions in each session further enhanced the extensive exchange of information and opinions. As a result, the Supervisory Board was constantly informed about STRABAG's strategic direction, its cash flows and financial performance, the personnel situation, the investment

and project development plans, and large-scale projects, and it had a complete overview of the business development. The Supervisory Board monitored and questioned the corporate planning and its foundations and also analysed unplanned developments together with the Management Board.

The Management Board always obtained consent from the Supervisory Board for important business transactions.

The members of the Supervisory Board were duly represented at the respective board and committee meetings. All members of the Supervisory Board act and make decisions independently as stipulated by the Austrian Code of Corporate Governance.

Key activities of the Supervisory Board and the committees in 2022

The following agenda items of the meetings of the Supervisory Board and its committees are particularly noteworthy:

SUPERVISORY BOARD (PLENARY MEETING)

The Supervisory Board held five meetings in the 2022 financial year. One of these was a constituent Supervisory Board meeting following the elections to the Supervisory Board at the 18th Annual General Meeting on 24 June 2022. The Supervisory Board advised the Management Board in its management function, reviewed and monitored the management agendas and dealt with measures requiring approval.

The Supervisory Board dealt in detail with the annual financial statements, the management report, the Consolidated Corporate Governance Report, the consolidated non-financial report, the consolidated report on payments to governments, the consolidated financial statements, and the group management report of STRABAG SE for 2021.

On 5 May 2022, the Supervisory Board acknowledged completion of the annual financial statements for 2021 and passed a resolution on the appropriation of net income.

Also discussed and approved were the report of the Supervisory Board to the Annual General Meeting, the appointment of KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Linz, as auditor of the financial statements and of the consolidated financial statements for

the 2022 financial year, and the agenda and proposed resolutions for the 18th Annual General Meeting. The Supervisory Board also approved the remuneration report for the Management Board and Supervisory Board for the 2021 financial year.

The same Supervisory Board meeting also discussed the appointments to the Management Board for the period from 2023 to 2026, including a new allocation of responsibilities to the individual board members. The Supervisory Board further amended its rules of procedure at this meeting as well.

In several meetings, the Supervisory Board dealt with the current financial situation, the short- and medium-term planning, and the investment plan of the company. Discussions also took place on the strategic orientation of the company, in particular with regard to the Group's sustainability and digitalisation strategies.

The Supervisory Board again dealt with the Austrian cartel case in the 2022 financial year and took note of the report as to the precautions to be taken to combat corruption in the company as well as on occupational safety. The Supervisory Board approved several projects requiring approval and also dealt with selected (large-scale) projects in detail.

In autumn 2022, the Supervisory Board dealt with the anticipatory mandatory offer of Haselsteiner Familien-Privatstiftung, RAIFFEISEN-HOLDING NIEDERÖSTERREICH-WIEN registrierte Genossenschaft m.b.H. and UNIQA Österreich Versicherungen AG of 29 September 2022. It also dealt with the actions of MKAO “Rasperia Trading Limited” and Thomas Bull against the resolutions of

the Extraordinary General Meeting held on 5 May 2022 and the Annual General Meeting of 24 June 2022.

The self-evaluation of the Supervisory Board was carried out in the last meeting of 2022 with the support of an external lawyer.

AUDIT COMMITTEE

The Audit Committee met for three sessions in 2022 and in the spring of 2022 performed its duties with regard to the audit of the annual financial statements, the consolidated financial statements, the management reports and the Consolidated Corporate Governance Report, each for the 2021 financial year. It also prepared the draft resolution on the appropriation of net income and on the appointment of KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Linz, as auditor of the financial statements and of the consolidated financial statements for the 2021 financial year.

The Audit Committee also reported to the Supervisory Board on the results of the financial audit for the 2021 financial year in accordance with Sec 92 Para 4a (4) lit e) of the Austrian Stock Corporation Act (AktG) and presented the degree to which the financial audit contributed to the reliability of the financial reporting and the role played by the Audit Committee in the process. There were no

objections to the audit by the financial auditor and all questions of the Audit Committee could be answered satisfactorily.

In another meeting, the Audit Committee dealt with the report by KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Linz, on the evaluation of the risk management system and heard the report from the internal audit department. The committee also adopted a resolution on the audit approach of the financial statements as at 31 December 2022 and took note of the IFRS Management Board reporting.

In its last meeting, the Audit Committee commenced with the preparation of a selection process for proposing an auditor to the Annual General Meeting in 2024, as the appointment of KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft as auditor of STRABAG SE was permissible for the last time for the 2023 financial year.

PRESIDENTIAL AND NOMINATION COMMITTEE

The Presidential and Nomination Committee held one meeting in the 2022 financial year. At this meeting in May 2022, the Presidential and Nomination Committee dealt with the Management

Board appointments for the period from 2023 to 2026 and the new allocation of responsibilities among the individual board members.

EXECUTIVE COMMITTEE

The only meeting of the Executive Committee in May 2022 dealt with the Management Board contracts to be prepared and concluded in connection with the Management Board appointments

for the period from 2023 to 2026. In June 2022, the Executive Committee also dealt with the premature departure of Peter Krammer from the Management Board.

Consolidated financial statements awarded unqualified audit opinion

In accordance with C-Rule 18 of the Austrian Code of Corporate Governance, the internal audit department reported to the Audit Committee on the auditing plan and on any material findings.

The Audit Committee also monitored the accounting procedures (including Group accounting) and the financial audit and convinced itself of the effectiveness of the internal control system, the risk

management system and the audit system. The Audit Committee also reviewed and monitored the independence of the auditor of the financial statements (and of the consolidated financial statements), especially as regards the additional services provided to the audited company.

KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Linz, audited the annual financial statements and the management report of STRABAG SE for the 2022 financial year. The findings of the audit did not give rise to any issues of concern and the financial auditor awarded an unqualified audit opinion.

The consolidated financial statements and the group management report of STRABAG SE for the 2021 financial year were prepared by the Management Board under application of Sec 245a of the Austrian Commercial Code (UGB) in compliance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) that were applicable at the end of the reporting period. These were reviewed by KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Linz, and awarded an unqualified audit opinion.

The audit reports of the auditor of the financial statements and of the consolidated financial statements were presented to the Supervisory Board. In the presence of the financial auditor, the Audit Committee thereupon reviewed the 2022 annual financial statements and the management report including the proposal for the appropriation of net income and the Consolidated Corporate Governance Report as well as the additional report of the financial auditor to the Audit Committee as required by Article 11 of Regulation (EU) No. 537/2014, and prepared the approval of the annual financial statements as well as the acknowledgement of the 2022 consolidated financial statements and group management report by the

Supervisory Board. The Audit Committee also duly performed its obligations in accordance with Sec 92 Para 4a (4) lit e) of the Austrian Stock Corporation Act (AktG) and reported to the Supervisory Board on the result of the financial audit. The report presented the degree to which the financial audit contributed to the reliability of the financial reporting and the role played by the Audit Committee in the process.

The Consolidated Corporate Governance Report was audited externally by Dr. Christian Thaler (THALER.legal Rechtsanwälts GmbH), Vienna. This audit did not give rise to any issues of concern. This was taken note of by the Audit Committee and the Supervisory Board.

The Supervisory Board reviewed all documents as well as the report by the Audit Committee. In its meeting of 26 April 2023, the board declared its agreement with the 2022 annual financial statements and consolidated financial statements and approved – and so adopted – the 2022 annual financial statements. The Management Board and the Supervisory Board have agreed on an identical proposal for appropriation of net income. The Supervisory Board proposed appointing, for the last time, KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Linz, as auditor of the financial statements and of the consolidated financial statements for the 2023 financial year, in accordance with the proposal of the Audit Committee. Also presented at the meeting of 26 April 2023 were the consolidated report on payments to governments pursuant to Sec 267c of the Austrian Commercial Code (UGB) in connection with Sec 243d UGB, consolidated non-financial report pursuant to Sec 267a UGB and the report on the non-audit-related services provided by the financial auditor. The reports were reviewed by the Supervisory Board and taken note of without cause for complaint.

Word of thanks to the Management Board and all employees

The Supervisory Board thanks the entire Management Board of STRABAG SE and all employees

for their valuable contribution in the past financial year.

Chairman of the Supervisory Board of STRABAG SE,



Dr. Alfred Gusenbauer

Vienna, 26 April 2023