

# **STRABAG**

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

## **I n v i t a t i o n**

We hereby invite our shareholders to the

6th Annual General Meeting of STRABAG SE

on **Friday, 18 June 2010, at 10:00 a.m.**,

at Austria Center Vienna, Hall E1, Bruno-Kreisky-Platz 1, 1220 Vienna.

## **A g e n d a**

1. Presentation of the annual financial statements for the 2009 financial year, including the management report and corporate governance report; of the consolidated financial statements for the 2009 financial year, including the group management report; of the proposal for the appropriation of net income for the 2009 financial year; and of the supervisory report for the 2009 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 2009 financial year
4. Resolution concerning the approval of the actions of the members of the supervisory board for the 2009 financial year
5. Selection of auditor and group financial auditor for the 2010 financial year
6. Elections to the supervisory board

7. Resolution concerning the further authorisation of the management board to acquire own shares in accordance with Section 65 Paragraph 1 No. 8 as well as Paragraphs 1a and 1b of the Austrian Stock Corporation Act (AktG), on the stock market or over the counter, to the extent of up to 10 % of the share capital, with simultaneous authorisation of the management board, in accordance with Section 65 Paragraph 1b of the Austrian Stock Corporation Act (AktG), to sell or assign own shares in a manner other than on the stock market or through a public tender, cancelling the existing authorisation to acquire own shares as per resolution by the Annual General Meeting of 19 June 2009.
  
8. Resolution concerning the changes to the Articles of Association in Sections 3 “Publications”, 4 “Capital Stock and Shares”, 7 “Reports to the Supervisory Board”, 9 “Supervisory Board - Members”, 12 “Supervisory Board - Quorum, Resolutions”, 13 “Supervisory Board - Duties”, 16 “Shareholders’ Meeting - Convocation, Venue”, 17 “Shareholders’ Meeting - Attendance”, 18 “Shareholders’ Meeting - Voting Right, Resolutions”, 19 “Shareholders’ Meeting - Chairmanship”, 20 “Shareholders’ Meeting and Scope of Action” and 21 “Financial Statement, Dividend”, especially concerning the adaptation to the changed legal framework (Austrian Stock Corporation Law Amendment Act 2009, which changed the Austrian Stock Corporation Act and the European Companies Act)

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

The following documents will be available for inspection by shareholders from **28 May 2010** at the company’s headquarters at Donau-City-Straße 9, 1220 Vienna (contact person: Mag. Diana Klein, CFA, Investor Relations):

- Annual financial statements and management report
- Corporate governance report
- Consolidated financial statements and group management report
- Proposal for the appropriation of net income
- Supervisory board report  
(all of the above for the 2009 financial year)
- Draft resolutions concerning agenda items 2-8
- Candidate statements for the supervisory board elections (agenda item 6) in accordance with Section 87 Paragraph 2 of the Austrian Stock Corporation Act (AktG)
- Report by the management board concerning agenda item 7.

These documents, the full text of this notice of meeting and the forms for granting and revoking a power of attorney (voting proxy), will be posted online at [www.strabag.com](http://www.strabag.com) from **28 May 2010** and will also be available at the Annual General Meeting.

## **NOTICE REGARDING THE RIGHTS OF SHAREHOLDERS UNDER SECTIONS 109, 110 AND 118 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 **28 May 2010** at its address Donau-City-Straße 9, 1220 Wien, for the attention of Mag. Diana Klein, CFA, Investor Relations. For holders of deposited bearer shares, proof of shareholder status as the basis for exercising this shareholder right may be accomplished by presenting deposit confirmation in accordance with Section 10a of the Austrian Stock Corporation Act (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 the 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 **9 June 2010** by fax to +43 (1) 22 422 - 1177, by mail to Donau-City-Straße 9, 1220 Wien, for the attention of Mag. Diana Klein, CFA, Investor Relations or by e-mail to [investor.relations@strabag.com](mailto:investor.relations@strabag.com) with the petition to be attached to the e-mail in writing, e.g. as a PDF file. For holders of deposited bearer shares, proof of shareholder status as the basis for exercising this shareholder right may be accomplished by presenting deposit confirmation in accordance with Section 10a of the Austrian Stock Corporation Act (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 non-deposited bearer shares, proof of shareholder status may be accomplished through written confirmation by a public notary. The above-stated requirements apply by analogy.

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.

Further information concerning these shareholders' rights under Sections 109, 110 and 118 of the Austrian Stock Corporation Act (AktG) are available on the company's website [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 **8 June 2010** (record date).

Participation in the Annual General Meeting is limited to persons who, on the record date, are 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.

### **Deposited bearer shares**

For holders of deposited bearer shares, deposit confirmation pursuant to Section 10a of the Austrian Stock Corporation Act (AktG) shall represent sufficient proof of shareholdings on the record date, provided such confirmation is received by the company no later than **15 June 2010** exclusively at one of the following addresses:

By mail            Oesterreichische Kontrollbank AG  
Abteilung KMS / HV Operation Center 2  
Strauchgasse 1-3 / 1. Stock  
1010 Wien

as proxy representative of STRABAG SE or

By SWIFT        OEKOATWWHVS  
(Message Type MT598; must include ISIN AT0000000STR1 in the text)

By fax:            +43 (1) 928 90 61

By e-mail:        [hv.anmeldung-2@oekb.at](mailto:hv.anmeldung-2@oekb.at)

*[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 27/2051 or*

*by e-mail: [hv.anmeldung-2@oekb.at](mailto:hv.anmeldung-2@oekb.at)]*

## **Non-deposited bearer shares**

For holders of non-deposited bearer shares, a written confirmation issued by a public notary shall be sufficient if it is received by the company no later than the date specified above and exclusively at the aforementioned postal addresses.

The following shall apply by analogy for the content of notary confirmation (with exception of the deposit account number).

## **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 issuer: name/company and address or code commonly used in business transactions between banks (SWIFT code)
- 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 or period of time to which the deposit confirmation refers to.

The deposit confirmation as proof of shareholder status for participation in the Annual General Meeting must refer to the above-mentioned record date of **8 June 2010**.

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 15 June 2010 exclusively at one of the following addresses.

By mail                    Oesterreichische Kontrollbank AG  
Abteilung KMS / HV Operation Center 2  
Strauchgasse 1-3 / 1. 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](mailto:hv.anmeldung-2@oekb.at), with the registration attached to the e-mail in writing, e.g. as a PDF file

Registrations will be accepted in German or English.

Registration to attend the Annual General Meeting or submission of deposit confirmation in no way blocks shareholder actions with regard to their shares. Shareholders may dispose freely of their shares after registering to attend the Annual General Meeting or having submitted deposit confirmation.

### **PROXY REPRESENTATION**

Shareholder 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 must be received by the company no later than **17 June 2010, 5:00 p.m.**, exclusively at one of the following addresses:

By mail Oesterreichische Kontrollbank AG  
Abteilung KMS / HV Operation Center 2  
Strauchgasse 1-3 / 1. 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](mailto: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.

Section 10a Paragraph 3 of the Austrian Stock Corporation Act (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 bearer shares. Each share qualifies for one vote. The company does not hold any of its own shares and no rights accrue to the company. The total number of shares granting the right to participate and vote in the Annual General Meeting was 114,000,000 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 18 June 2010 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.

Vienna, May 2010

The Management Board