STRABAG SE
Villach, FN 88983 h

Proposed Resolutions of the Supervisory Board for the 20th Annual General Meeting 14 June 2024

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 2023 financial year

A resolution concerning this agenda item is not required.

2. Resolution concerning the appropriation of the balance sheet profit

The annual financial statements for the 2023 financial year show a balance sheet profit in the amount of € 260.09 million.

The Supervisory Board proposes, for approval by the Annual General Meeting, a dividend in the amount of € 2.20 per (dividend-bearing) no-par share for the 2023 financial year.

The remainder shall be carried forward to new account.

The dividend payment date is 25 June 2024; the ex-dividend date is 19 June 2024.

3. Resolution concerning the approval of the actions of the members of the Management Board for the 2023 financial year

The Supervisory Board proposes to approve the actions of the members of the Management Board who held the position in the 2023 financial year for this period.

4. Resolution concerning the approval of the actions of the members of the Supervisory Board for the 2023 financial year

The Supervisory Board proposes to approve the actions of the members of the Supervisory Board who held the position in the 2023 financial year for this period.

5. Appointment of the auditor for the single-entity and consolidated financial statements and for the consolidated sustainability report for the 2024 financial year

a) Proposal for the appointment of the auditor for the single-entity and consolidated financial statements

Based on the recommendation of the Audit Committee, the Supervisory Board proposes the appointment of PwC Wirtschaftsprüfung GmbH, Vienna, to serve as the auditor for the single-entity and consolidated financial statements of STRABAG SE for the 2024 financial year.

In accordance with the selection procedure mandated by Article 16 (2) of the EU Statutory Audit Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC), the Audit Committee of the Supervisory Board recommended to the Supervisory Board to propose the appointment of PwC Wirtschaftsprüfung GmbH, Vienna, and of Grant Thornton AG Wirtschaftsprüfungsgesellschaft, Düsseldorf, as auditor of the single-entity and consolidated financial statements for the 2024 financial year. The Audit Committee assessed the submissions received from the audit firms participating in the selection procedure using transparent and anti-discriminatory selection criteria and expressed a duly justified preference for PwC Wirtschaftsprüfung GmbH, Vienna.

In its recommendation to the Supervisory Board, the Audit Committee stated that it was free from undue influence by third parties and that no clause restricting the selection options of the Annual General Meeting was imposed on it.

b) Proposal for the appointment of the auditor for the consolidated sustainability report

The Supervisory Board proposes to appoint PwC Wirtschaftsprüfung GmbH, Vienna, to serve as the auditor for the consolidated sustainability report of STRABAG SE for the 2024 financial year, provided that legal requirements mandate an audit of the consolidated sustainability report by an external auditor.

The Corporate Sustainability Reporting Directive (Directive (EU) 2022/2464 or, abbreviated, “CSRD”) requires that the consolidated sustainability reports of listed companies are audited by an external auditor. The (proposed) appointment of an auditor facilitates the execution of an audit for the 2024 financial year, should this be required upon implementation of the CSRD into law.

6. Resolution concerning the remuneration report for the Management Board and the Supervisory Board for the 2023 financial year

The Supervisory Board proposes the adoption of the remuneration report, as made available on the company’s website (www.strabag.com) in preparation for the Annual General Meeting, detailing the remuneration granted or owed to the current and former members of the Management Board and the Supervisory Board for the 2023 financial year.

7. Resolution concerning the remuneration policy

a) Proposed resolutions

The Supervisory Board proposes the adoption of the remuneration report defining the principles of remuneration of the members of the Management Board, as made available on the company’s website (www.strabag.com) in preparation for the Annual General Meeting.

Furthermore, the Supervisory Board proposes the adoption of the remuneration report defining the principles of remuneration of the members of the Supervisory Board, as made available on the company’s website (www.strabag.com) in preparation for the Annual General Meeting.

b) Reason for proposal

The current remuneration policy for the Management Board and the current remuneration policy for the Supervisory Board were approved at the Annual General Meeting held on 19 June 2020. According to the Austrian Stock Corporation Act, the remuneration policy must be submitted to the Annual General Meeting for approval at least every four financial years.

8. Resolution concerning the authorisation of the Management Board to increase capital pursuant to Section 169 of the Austrian Stock Corporation Act (AktG) (authorised capital) against cash contributions and/or contributions in kind, including authorisation of the Management Board to exclude subscription rights, and amendment of Article 4 (1) of the Articles of Association.

a) Introduction

There is currently no authorised capital. The creation of authorised capital is therefore to be proposed to the Annual General Meeting. The proposed authorisation is intended to give the company's Management Board the opportunity to react quickly and flexibly to future changes in the economic situation and to implement possible future projects and capital measures with the necessary speed and flexibility.

b) Proposed resolution

The Supervisory Board proposes the adoption of the following resolution, with items ba) and bb) being voted on as one:

ba) For a period of five years after entry of the corresponding amendment to the Articles of Association in the Commercial Register pursuant to Section 169 of the Austrian Stock Corporation Act (AktG), the Management Board is authorised, subject to the approval of the Supervisory Board, to increase the share capital by up to € 59,110,991.00 by issuing up to 59,110,991 new bearer shares in the company against cash contributions and/or contributions in kind, including in multiple tranches, and, by agreement with the Supervisory Board, to determine the issue price, which may not be less than the proportionate amount of the share capital, the issue terms and the further details of the implementation of the capital increase and, if necessary, to offer the new shares to shareholders for subscription by way of an indirect subscription right pursuant to Section 153 (6) AktG.

The Management Board is authorised, subject to the approval of the Supervisory Board, to exclude shareholders' subscription rights in full or in part

(i) if the capital increase is made against a cash contribution,
(ii) if the capital increase is made against a contribution in kind,
(iii) to service an over-allotment option (greenshoe), or
(iv) to balance out fractional amounts. The total shares issued against cash contributions in accordance with this authorisation, excluding shareholders' subscription rights, may not arithmetically correspond to a share of the capital exceeding the total amount of € 11,822,198.00, which corresponds to around 10% (ten percent) of the company's share capital.

The Supervisory Board is authorised to adopt amendments to the Articles of Association resulting from the issue of shares from authorised capital.

bb) Article 4 (Share Capital and Shares) of the company's Articles of Association shall be amended such that paragraph (1) reads as follows:

„*(1) The share capital of the company is € 118,221,982.00 and is divided into 118,221,979 bearer shares of stock and 3 registered shares of stock bearing the numbers 1, 2 and 3.*

For a period of five years after entry of the corresponding amendment to the Articles of Association in the Commercial Register pursuant to Section 169 of the Austrian Stock Corporation Act (AktG), the Management Board is authorised, subject to the approval of the Supervisory Board, to increase the share capital by up to EUR 59,110,991.00 by issuing up to 59,110,991 new bearer shares in the company against cash contributions and/or contributions in kind, including in multiple tranches, and, by agreement with the Supervisory Board, to determine the issue price, *which may not be less than the proportionate amount of the share capital, the issue terms and the further details of the implementation of the capital increase and, if necessary, to offer the new shares to shareholders for subscription by way of an indirect subscription right pursuant to Section 153 (6) AktG.*

The Management Board is authorised, subject to the approval of the Supervisory Board, to exclude shareholders' subscription rights in full or in part

(i) if the capital increase is made against a cash contribution,
(ii) if the capital increase is made against a contribution in kind,
(iii) to service an over-allotment option (greenshoe), or
(iv) to balance out fractional amounts. The total shares issued against cash contributions in accordance with this authorisation, excluding shareholders' subscription rights, may not arithmetically correspond to a share of the capital exceeding the total amount of € 11,822,198.00, which corresponds to around 10% (ten percent) of the company's share capital.

The Supervisory Board is authorised to adopt amendments to the Articles of Association resulting from the issue of shares from authorised capital."

c) Management Board report

By way of further justification for and explanation of the proposed resolution on item 8 of the agenda, please also refer to the report of the Management Board published on the company's website (www.strabag.com) pursuant to Section 170 (2) in conjunction with Section 153 (4) AktG on the authorisation to exclude subscription rights in connection with the authorisation of the Management Board to increase capital pursuant to Section 169 AktG against cash contributions and/or contributions in kind.

9. Resolution concerning cancellation of the existing and unused conditional capital (Section 159 (2) no. 1 AktG) for the issue of shares to creditors of financial instruments in accordance with the resolution of the Annual General Meeting of 15 June 2012 and the amendment of Article 4 (7) of the Articles of Association

a) Proposed resolution

The Supervisory Board proposes the adoption of the following resolution:

The conditional capital increase of up to EUR 50,000,000.00 through the issue of up to 50,000,000 new shares in the company which was resolved for the issue of financial instruments in accordance with the resolution of the Annual General Meeting of 15 June 2012 pursuant to Section 159 (2) no. 1 AktG is cancelled.

Article 4 (Share Capital and Shares) of the company’s Articles of Association shall be amended such that paragraph (7) reads as follows: “Deleted.”

b) Reason for proposal

The purpose of this conditional capital increase was the potential issue of shares in STRABAG SE to creditors of financial instruments in accordance with the resolution of the Annual General Meeting of 15 June 2012. The resolution of the Annual General Meeting of 15 June 2012 accordingly set out that the conditional capital increase may only be implemented to the extent that creditors of financial instruments exercise subscription and/or conversion rights to shares in the company and new shares from conditional capital are issued by STRABAG SE in return.

The authorisation granted to the Management Board by resolution of the Annual General Meeting of 15 June 2012 pursuant to Section 174 (2) AktG to issue financial instruments within the meaning of Section 174 AktG for a period of up to and including five years from the date of the resolution was not exercised and expired on 15 June 2017.

The conditional capital was not utilised and no claims to the issue of subscription shares or subscription rights in accordance with the purpose of the conditional capital increase have arisen. The company’s Management Board did not decide to utilise the conditional capital increase and the purpose of the conditional capital increase has permanently ceased to exist due to the expiry of the Management Board’s authorisation to issue financial instruments.

The conditional capital is therefore no longer required to cover conversion rights from financial instruments. The cancellation of the conditional capital does not affect or impede any conversion and/or subscription rights, such that the conditional capital pursuant to the resolution of the Annual General Meeting of 15 June 2012 may be cancelled.

The provision in the Articles of Association relating to that conditional capital (Article 4 (7)) is to be deleted without replacement.

10. Resolution to authorise the Management Board

a) to acquire own shares, pursuant to Section 65 (1) no. 8 as well as subsections 1a and 1b AktG, on the stock exchange, by public tender or in any other manner, to the extent of up to 10% of the share capital, excluding any proportionate selling rights that may accompany such an acquisition (reverse exclusion of subscription rights),

b) to reduce the share capital by withdrawing own shares acquired without a further resolution by the General Meeting,
and

c) to sell or assign own shares pursuant to Section 65 (1b) AktG in a manner other than on the stock market or through public tender

The Supervisory Board proposes adoption of the following resolution, with each of the individual items to be voted on separately:

(1) The authorisation of the Management Board granted at the 18th Annual General Meeting on 24 June 2022 to acquire own shares shall be cancelled to the extent not utilised and the Management Board shall be authorised simultaneously, pursuant to Section 65 (1) no. 8 as well as subsections 1a and 1b AktG, to acquire no-par value bearer or registered shares of the company on the stock exchange, by public tender or in any other manner to the extent of up to 10% of the share capital during a period of 30 months from the date of this resolution at a minimum price of EUR 1.00 per share (= calculated value of one share in proportion to the share capital) and a maximum price of no more than EUR 43.00 per share. The purpose of the acquisition may not be to trade with own shares. This authorisation may be exercised in full or in part or in several partial amounts, and in pursuit of one or several purposes by the company, by a subsidiary (Section 189a no. 7 of the Austrian Commercial Code (UGB)) or by third parties acting on behalf of the

company. The authorisation may be exercised once or several times. The authorisation shall be exercised by the Management Board in such a way that the proportion of the share capital associated with the shares acquired by the company on the basis of this authorisation or otherwise may not exceed 10% of the share capital at any time.

An acquisition may be decided by the Management Board; the Supervisory Board must be subsequently informed of this decision.

(2) The Management Board shall be authorised, with regard to the acquisition of no-par value bearer or registered shares of the company in accordance with resolution item 1, to exclude the shareholders' proportionate selling rights that may accompany such an acquisition (reverse exclusion of subscription rights). An acquisition with exclusion of the proportionate selling rights (reverse exclusion of subscription rights) is subject to the prior approval of the Supervisory Board.

(3) The authorisation of the Management Board granted at the 18th Annual General Meeting on 24 June 2022 to withdraw own shares shall be cancelled to the extent not utilised and the Management Board shall be authorised to withdraw, with the approval of the Supervisory Board, all or part of the own shares acquired by the company without a further resolution by the General Meeting.

(4) The authorisation of the Management Board granted at the 18th Annual General Meeting on 24 June 2022 to sell own shares shall be cancelled to the extent not utilised and the Management Board shall be authorised, for a period of five years from this resolution, to sell or assign its own shares, with approval by the Supervisory Board, pursuant to Section 65 (1b) AktG in a manner other than on the stock market or through public tender, to the exclusion of the shareholders' buyback rights (subscription rights), and to determine the conditions of sale. This authorisation may be exercised once or several times, in full or in part or in several partial amounts, and in pursuit of one or several purposes by the company, by a subsidiary (Section 189a no. 7 (UGB)) or by third parties acting on behalf of the company.

By way of further justification for and explanation of the proposed resolution on item 10 of the agenda, please also refer to the report of the Management Board on the authorisation of the Management Board to exclude the shareholders' proportionate selling rights (reverse exclusion of subscription rights) when acquiring own shares and on the authorisation of the Management Board to exclude the shareholders' buyback rights (subscription rights) when selling own shares (Section 65 (1b) AktG in conjunction with Section 153 (4) AktG).

11. Resolution concerning the amendment to Article 2 "Object of the Company", Article 3 "Publications", Article 11 "Supervisory Board – Meetings, Agenda, Convocation", Article 12 "Supervisory Board – Quorum, Resolutions" of the Articles of Association

a) Proposed resolution

The Supervisory Board proposes the adoption of the amendment to the Articles of Association in Article 2 "Object of the Company", Article 3 "Publications", Article 11 "Supervisory Board – Meetings, Agenda, Convocation", Article 12 "Supervisory Board – Quorum, Resolutions" in accordance with the text of the Articles of Association that was made available to the shareholders on the company's website (www.strabag.com) pursuant to Section 108 (4) AktG in preparation for the Annual General Meeting. The proposed amendments to the above-referenced sections of the Articles of Association are shown therein.

b) Reason for proposal

Due to constant changes in the market environment and possible future projects as well as legal amendments and new statutory enactments, the Supervisory Board considers it necessary to amend the above-referenced sections of the Articles of Association. This also includes amendments to the Articles of Association that the Supervisory Board deems expedient.

Specifically:

The object of the company is to be expanded in **Article 2 of the Articles of Association** in order to give the company greater flexibility, particularly with regard to pursuing sustainability objectives.

The publications under **Article 3 of the Articles of Association** are to be adapted to the Federal Act on Wiener Zeitung GmbH and the Establishment of a Federal

Electronic Announcement and Information Platform (WZEVI Act, Federal Law Gazette (BGBl.) I no. 46/2023).

The amendment to **Article 11 (1) of the Articles of Association** is only intended to correct the spelling of a word.

The amendment to **Article 12 (1) of the Articles of Association** is intended to authorise the Supervisory Board to hold its meetings in the form of qualified video conferences.

Vienna, May 2024

The Supervisory Board