

**FURTHER INFORMATION ABOUT THE VIRTUAL GENERAL MEETING IN ACCORDANCE WITH THE COVID-19 CORPORATE LAW ORDINANCE AND REGARDING THE RIGHTS OF SHAREHOLDERS UNDER SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG)**

In keeping with the COVID-19 Corporate Law Act (“COVID-19-GesG”), as amended, and the COVID-19 Corporate Law Ordinance enacted on its basis (“COVID-19-GesV”, Federal Law Gazette II No. 140/2020), the 16<sup>th</sup> Annual General Meeting of STRABAG SE will take place as a virtual meeting.

**I. INFORMATION ABOUT THE VIRTUAL GENERAL MEETING**

The specific requirements for exercising shareholder rights in the virtual Annual General Meeting have already been published in the meeting notice and are summarised below:

**1. Webcast of the Annual General Meeting**

A real-time webcast of the full Annual General Meeting will be broadcast online. All company shareholders may follow the Annual General Meeting on 19 June 2020 from around 10:00 a.m. online at [www.strabag.com](http://www.strabag.com). This gives every shareholder the opportunity to follow the Annual General Meeting in real time through a one-way video and audio connection.

For the audio and video playback via an Internet browser, shareholders require high-performance Internet access and an Internet-compatible device. No registration or login is required to follow the Annual General Meeting.

**2. Representation of shareholders by special proxies**

The Annual General Meeting is being held as a virtual meeting; it will not be possible for shareholders to be physically present. In accordance with Section 3 Para 4 COVID-19-GesV, shareholders can cast votes, propose resolutions or raise an objection in the virtual meeting only through one of the four independent special proxies named below, the costs of which will be carried by the company:

**1. Florian Beckermann**

c/o Austrian Shareholder Association (IVA), Feldmühlgasse 22, 1130 Vienna, Austria

Tel. +43 1 8763343-30

E-mail: beckermann.strabag@computershare.de

**2. MMag. Thomas Niss**

c/o Coown Technologies GmbH, Own360.app, Gusshausstrasse 3/2, 1040 Vienna, Austria

Tel. +43 1 890 248 1

E-mail: niss.strabag@computershare.de

**3. Rechtsanwalt Mag. Christian Thaler**

c/o Schindler Rechtsanwälte GmbH, Kohlmarkt 8-10, 1010 Vienna, Austria

Tel. +43 1 512 2613 600

E-mail: thaler.strabag@computershare.de

**4. Rechtsanwalt Mag. Gernot Wilfling**

c/o Müller Partner Rechtsanwälte GmbH, Rockhgasse 6, 1010 Vienna, Austria

Tel. +43 1 5358008

E-mail: wilfling.strabag@computershare.de

To cast votes, propose resolutions or raise an objection in the virtual meeting, shareholders must choose and authorise one of the above-mentioned special proxies. The special proxies will only exercise the voting right, the right to propose resolutions and the right to raise objections in accordance with the shareholders' instructions.

It is recommended that you contact the proxy of your choice in good time if you intend to order the proxy to propose a resolution or to object to one or more items on the agenda.

A **proxy authorisation form** for the four special proxies, as well as a form for the revocation of proxy authorisation, is available for download from the company website at [www.strabag.com](http://www.strabag.com). To help us process the paperwork more quickly, we ask that you please use the available forms. More information about the proxy authorisation, in particular about the text form and the content of the proxy authorisation, is available from the proxy authorisation forms that are available to the shareholders.

To facilitate processing, please send your completed proxy authorisation form (in text form) in such a timely manner that it is received no later than **18 June 2020, 4:00 p.m.**, using one of the communication channels stated below.

Authorisation forms may be sent to the special proxies by **e-mail** at the address of the person you have chosen, with the proxy authorisation attached to the e-mail in text form, e.g. as a PDF file. This way the proxy of your choice will have direct access to the authorisation and your instructions.

The following communication channels and addresses are also available for the transmission of your proxy authorisation form:

<b>by mail</b>	STRABAG SE
<b>or courier</b>	Hauptversammlung c/o Donau-City-Str. 9 1220 Vienna, Austria
<b>by fax</b>	+49 89 30903 74675
<b>by SWIFT</b>	COMRGB2L (Message Type MT598 or MT599, must include ISIN AT000000STR1 or number of the registered share in text)

**Please note that it is not possible to present a proxy authorisation in person on the day of the Annual General Meeting.**

Shareholders have the option to revoke their proxy authorisation. The above rules for proxy authorisation apply by analogy to its revocation. The revocation does not take effect until it has been received by the company.

Please note that deposit confirmation in accordance with Section 10a of the Austrian Stock Corporation Act (AktG) is a prerequisite for participation in the virtual general meeting and must be received by the company no later than 16 June 2020 (see item II.2).

### **3. Shareholders' right to information**

Shareholders may exercise their right to information pursuant to Section 118 AktG in the virtual general meeting as follows:

The shareholders are asked to send their questions in advance by e-mail to **Fragen.HV2020@strabag.com**, if possible in such a way that they are **received**

**by the company on the 2nd day before the Annual General Meeting, which is Wednesday, 17 June 2020.**

This will enable the answers to be prepared in advance to allow their swift treatment during the meeting.

For your questions, please use the **question form** provided on the company's website at [www.strabag.com](http://www.strabag.com) to support the most efficient processing possible.

Questions may also be sent by simple e-mail. The e-mail must end with your name (reproduction of signature in accordance with Section 13 Para 2 AktG).

To verify your identity as a shareholder for the transmission of questions, please use the e-mail address specified in the space provided on the authorisation form for your special proxy. By signing the proxy authorisation form, you confirm that only you have access to this e-mail address.

If no shareholder e-mail address is indicated on the proxy authorisation form, or if questions are sent from another e-mail address, the identity of the person making the declaration must be verified with the shareholder's name/company name and date of birth/commercial register number.

If any doubts arise regarding the identity of a participant during the conduct of the meeting, the company reserves the right to verify the identity in an appropriate manner.

If a proxy exercises the right to information, proof of proxy authorisation must also be provided in text form. **Please note that the special proxies cannot be authorised to exercise the right to information.**

#### **4. Rights during the Annual General Meeting**

A shareholder may also send questions by e-mail to [Fragen.HV2020@strabag.com](mailto:Fragen.HV2020@strabag.com) during the virtual general meeting (see above on the shareholders' right to information).

The questions received by the company from shareholders before or during the Annual General Meeting are read out in the Annual General Meeting in accordance with Section 118 AktG by the Chairman or a person designated by him.

The Chairman of the Annual General Meeting will structure the course of the meeting, in particular announcing during the meeting a certain point in time until which questions may be asked.

Likewise, the shareholder may, up to the times specified by the Chairman in the Annual General Meeting, give (or amend) instructions by e-mail to the authorised special proxy, in particular instructions on casting votes, making motions or raising objections. Please note that the special proxy cannot exercise the right to ask questions on behalf of the shareholder.

For any instructions, please send a simple e-mail to the e-mail address of your special proxy listed under item 2 above. The e-mail must end with your name (reproduction of signature in accordance with Section 13 Para 2 AktG). Please use the e-mail address indicated in the proxy authorisation form to verify your identity and to ensure that it matches the proxy authorisation issued, or name the person making the declaration by stating the name/company and date of birth/company register number of the shareholder if you use another e-mail address (see above for the relevant requirements when exercising the shareholders' right to information).

Please note that during the Annual General Meeting you can only communicate with your special proxy by e-mail and not by phone.

## II. **RIGHTS OF SHAREHOLDERS UNDER SECTIONS 109, 110, 118 AND 119 AKTG**

### 1. **Proposal of additional agenda items by shareholders under Section 62 Para 1 of the Austrian Societas Europaea Act in connection with Section 109 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. Each agenda item petition must be accompanied by a draft resolution including a statement citing the reason for the proposal. Petitioning shareholders must have held the shares for at least three months prior to their petition. Such petitions will only be considered if they are received by the company in written form by mail or by courier no later than **29 May 2020 (midnight, CEST, Vienna time)**.

Such shareholder petitions are to be sent exclusively to the following address:

STRABAG SE  
Investor Relations  
Attn.: Mag. Diana Neumüller-Klein  
c/o Donau-City-Str. 9  
1220 Vienna, Austria

The proposed agenda item and draft resolution including a statement citing the reason for the proposal must also be presented in German.

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 AktG. The deposit confirmation must not be more than seven days old at the time it is submitted to the company.

## **2. Draft resolutions to the agenda proposed by shareholders under Article 53 of the Societas Europaea Regulation in connection with Section 110 AktG**

Shareholders whose holdings represent a combined total of **1 % of the share capital** may submit **draft resolutions** in text form for each agenda item of this Annual General Meeting, to be accompanied by a statement stating the reason for such proposal, and may request the draft resolutions, together with the name of the shareholders, the explanatory statements and a possible statement from the Management Board or from the Supervisory Board, to be posted on the company's website as entered in the company register. Such requests will only be considered if they are received by the company in text form no later than **9 June 2020 (midnight, CEST, Vienna time)**. Each draft resolution must include a statement citing the reason for the proposal. For **proposals regarding the election of a Supervisory Board member**, the explanatory statement takes the form of a candidate statement pursuant to Section 87 Para 2 AktG.

Such shareholder petitions are to be sent exclusively to the following address:

STRABAG SE  
Investor Relations  
Attn.: Mag. Diana Neumüller-Klein  
c/o Donau-City-Str. 9  
1220 Vienna, Austria

or

**by fax:** +43 1 22422-1177

or

**by e-mail:** investor.relations@strabag.com, with the shareholder request attached to the e-mail in text form, e.g. as a PDF file

The draft resolution including a statement citing the reason for the request must also be presented in German.

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 AktG. The deposit confirmation must not be more than seven days old at the time it is submitted to the company.

### **Deposit confirmation pursuant to Section 10a 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: company name and address or code commonly used in business transactions between banks
- Information on the shareholder: name/company name and address as well as date of birth for natural persons or, for legal persons, the company register and number under which the company is listed in its country of origin
- Information on the shares: number of shares held by the shareholder, ISIN AT0000000STR1
- Deposit account number or other description
- Date or period of time to which the deposit confirmation refers to

Deposit confirmation will be accepted in German or English. It must refer to the end of the record date of **9 June 2020 (midnight, CEST, Vienna time)**.

Deposit confirmations are to be sent exclusively to one of the following addresses:

(i) for deposit confirmation in written form:

<b>by mail</b>	STRABAG SE
<b>or courier</b>	Hauptversammlung c/o Donau-City-Str. 9 1220 Vienna, Austria
<b>by SWIFT</b>	COMRGB2L (Message Type MT598 or MT599, must include ISIN AT0000000STR1 in text)

(ii) for deposit confirmation in text form, deemed to be sufficient by the Articles of Association in accordance with Section 17 Para 2:

**by fax** +49 89 30903 74675

**by e-Mail** anmeldestelle@computershare.de, with the deposit confirmation to be attached to the e-mail in text form, e.g. as a PDF file

[Questions from Austrian and foreign banks on how to issue and send deposit confirmation may be directed to:

*by telephone: +43 800 880890*

*by e-mail: anmeldestelle@computershare.de]*

The deposit confirmation as proof of shareholder status as the basis for exercising shareholder rights under Section 62 Para 1 of the Austrian Societas Europaea Act in connection with Section 109 AktG (additional agenda items) and Article 53 of the Societas Europaea Regulation in connection with Section 110 AktG (draft resolutions by shareholders) must not be more than seven days old at the time it is submitted to the company.

The deposit confirmation as proof of shareholder status as the basis for exercising shareholder rights under Section 62 Para 1 of the Austrian Societas Europaea Act in connection with Section 109 AktG (additional agenda items) must confirm that the petitioning shareholder has held the shares through at least three months prior to the petition.

For petitions from groups of shareholders who only together achieve the minimum shareholdings required, proof of shareholder status as the basis for exercising the shareholder rights must relate to the same record date.

### **Registered shares**

For holders of registered shares, entry in the shareholder register is sufficient and no special proof of shareholder status by the shareholder is required.

### **3. Notice on shareholders' right to information under Article 53 of the Societas Europaea Regulation in connection with Section 118 AktG**

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. This obligation to provide information also covers the company's legal and business relations with subsidiaries. In the event that, during the Annual General Meeting of a parent company (Section 189a item



6 UGB), the consolidated financial statements and the group management report are presented, this obligation to provide information also applies to the situation of the group and of the companies included in the consolidated financial statements.

The information provided must be in compliance with the principles of true and fair accountability and is to be made available during the Annual General Meeting.

The company may refuse to supply such information if,

1. according to sound business judgment, it would be seriously prejudicial to the company or one of its subsidiaries, or if
2. providing such information would comprise a criminal offense.

For specifics about exercising the shareholders' right to information in the virtual general meeting in accordance with Section 118 AktG, see item I.3 "Shareholders' right to information".

#### **4. Information on the right of shareholders to propose motions at the Annual General Meeting under Section 119 AktG**

Every shareholder – regardless of the shareholding amount – has the right to bring forward motions in respect to each item on the agenda at the Annual General Meeting. In the virtual general meeting on 19 June 2020, shareholders can only submit motions through one of the special proxies.

A **shareholder proposal for candidates to the Supervisory Board** requires the timely presentation of a draft resolution in accordance with Section 110 AktG: Candidates for the Supervisory Board elections (Agenda Item 6) may only be proposed by shareholders whose holdings represent a combined total of at least **1 % of the share capital**. Candidate proposals must be received by the company no later than **9 June 2020** in the above-stated manner and must be accompanied by a candidate statement pursuant to Section 87 Para 2 AktG which includes a description of the candidate's professional qualifications, professional or comparable functions and any circumstances that could give reason for concern in respect to potential bias or conflict of interest. If several motions are made to the same agenda item, Section 119 Para 3 AktG allows the Chairman to determine the order in which the motions are voted on.