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STRABAG SE

Villach

Announcement on the payment of the cash distribution of the capital reduction of STRABAG SE resolved on 16 June 2023 to the holders of value rights

ISIN: AT0000A36HK3

At the 19th Annual General Meeting of STRABAG SE, FN 88983h, Triglavstraße 9, 9500 Villach ("**STRABAG**" or the "**Company**") held on 16 June 2023, an ordinary capital reduction for the purpose of repayment to shareholders of the Company was resolved, among other things. Upon effectiveness of this ordinary capital reduction, a conditional distribution entitlement of EUR 9.05 per share of the Company entitled to distribution (ISIN AT000000STR1; the "**Shares**") (the "**Distribution Entitlement**") arose. The conditions precedent for the Distribution Entitlement and its payment have been fulfilled in March 2024.

Shareholders who did not accept the subscription offer published on 11 September 2023 (exercise of the right to choose the Distribution Entitlement in the form of new shares in the Company) received one value right with ISIN AT0000A36HK3 (the "**Value Right**") for each bearer share entitled to distribution as at the value date of 26 March 2024, which securitises the Distribution Entitlement.

1. Original announcements on the payment of the Cash Distribution against submission of Value Rights and disclosure of shareholder data

The Company published announcements in March and April 2024 on the payment of the Cash Distribution of the capital reduction by way of Value Rights: Holders of the Company's Value Rights were able to submit their Value Rights for payment via their custodian bank within two submission periods in 2024 in accordance with specified conditions. The submission of the Value Rights for payment was to be declared to the custodian bank by the holders of the Value Rights using a submission form provided, in which the holders of the Value Rights had to provide certain shareholder data and make declarations. This involved the instruction by each Value Right holder to the custodian bank to transfer the submitted Value Rights to Erste Group Bank AG as the appointed depositing agent in return for the Cash Distribution of EUR 9.05 per submitted Value Right.

The settlement by means of the submission of Value Rights by the holders of Value Rights in accordance with the stipulated conditions was carried out so that, on the one hand, sanction restrictions against MKAO "Rasperia Trading Limited" are complied with and, on the other hand, a potential reversal – in the event of a successful action for annulment against the resolutions of the 19th Annual General Meeting – is ensured.

2. Amendment of payout conditions – no more submission of Value Rights with disclosure of shareholder data required

The capital measures resolved by the 19th Annual General Meeting of the Company are now finally legally effective following the legally binding dismissal of the action for annulment brought by MKAO "Rasperia Trading Limited".

As a result, the payment of the Distribution Entitlement in cash (the "**Cash Distribution**") to the holders of Value Rights entitled to distribution who have not yet submitted their Value Rights within the two submission periods in 2024 to receive the Cash Distribution shall now be made in the course of a so-called mandatory corporate action (i.e. automatic settlement of securities accounts) in accordance with the following provisions.

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As part of this so-called mandatory corporate action for securities account settlement (i.e. automatic securities account settlement), crediting will automatically be made against derecognition of Value Rights, so that neither the holders of Value Rights nor the custodian banks have to actively submit Value Rights to receive the Cash Distribution.

3. Payment of the Cash Distribution concurrently against derecognition of Value Rights by way of automatic securities account settlement

Each Value Right securitises the claim to a Cash Distribution from the ordinary capital reduction resolved by the 19th Annual General Meeting of STRABAG on 16 June 2023 for the purpose of distribution in the amount of EUR 9.05 per Share entitled to distribution. The distribution will be paid out without interest.

The appointed settlement agent is Erste Group Bank AG, FN 33209m, Am Belvedere 1, 1100 Vienna ("**Settlement Agent**"). The Settlement Agent acts exclusively as an agent of STRABAG and does not assume any obligations towards the holders of Value Rights. No contractual or fiduciary relationship is established between it and the holders of Value Rights.

The Settlement Agent pays the Cash Distribution concurrently against derecognition of the Value Right to the custodian bank of the Value Right holder.

The Cash Distribution is paid out without deduction of capital gains tax (*Kapitalertragsteuer - KESt*) and is credited to the custodian bank.

Payment by way of automatic deposit settlement is subject to the condition that it is ensured in the course of settlement, in particular on the Record Date, that no payment of the Cash Distribution is made to Rasperia (as defined below) (point 5). A payment of the Cash Distribution attributable to the shares of Rasperia (as defined below) is further subject to the decision of the Management Board of STRABAG on payment in accordance with applicable sanction restrictions and potential impacts of sanctions (point 6).

Payment of the Cash Distribution is made by the Settlement Agent on the condition that STRABAG has provided the amounts required for payment of the Cash Distribution in full and in good time.

4. Timetable

The Cash Distribution in the amount of EUR 9.05 per Distribution Entitlement will be credited on the Payment Date (value date) against derecognition of the Value Rights (ISIN AT0000A36HK3) from the securities accounts of the holders of the Value Rights entitled to the distribution in accordance with the following schedule:

Ex-Day: Wednesday, 27 November 2024

Record Date: Thursday, 28 November 2024

Payment Date: Tuesday, 3 December 2024

The holders of the Value Rights entitled to distribution do not need to take any further action to receive the credit of the Cash Distribution in the amount of EUR 9.05 per Distribution Entitlement. The Cash Distribution will be credited by the Settlement Agent on the Payment Date by way of automatic securities account settlement against derecognition of the Value Rights from the securities accounts of the holders of the Value Rights entitled to distribution.

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5. Reservation for a change of the settlement process

Payment of the Cash Distribution to the holders of Value Rights entitled to receive the distribution will be made concurrently with the derecognition of the Value Rights to the custodian bank of the holder of the Value Right by way of automatic securities account settlement, provided that it is ensured in the course of settlement, in particular on the Record Date, that no payment of the Cash Distribution to Rasperia (as defined below) is made.

The Company therefore expressly reserves the right to change the modalities of payment of the Cash Distribution.

6. Reservation by the Management Board of STRABAG SE to decide on the pay out of the distribution attributable to the shares of MKAO "Rasperia Trading Limited"

By Council Implementing Regulation (EU) 2024/1842, the shareholder MESCHDUNARODNAJA KOMPANIJA AKZIONERNOE OBSCHTSHESTWO „RASPERIA TRADING LIMITED“, [MKAO „Rasperia Trading Limited“], register number (OGRN) 1193926007153, Russian Federation ("Rasperia") was added to the list of natural and legal persons, entities and bodies in Annex I to Council Regulation (EU) No. 269/2014 of the Council of the European Union of 17 March 2014 concerning restrictive measures in respect of actions undermining or threatening the territorial integrity, sovereignty and independence of Ukraine.

Payment of the Cash Distribution to Rasperia (or its legal successor(s)) shall only be made on the condition that the Management Board of STRABAG resolves to pay the Cash Distribution to Rasperia (or its legal successor(s)) in accordance with applicable sanction restrictions and potential impacts of sanctions. The Settlement Agent will only pay the Cash Distribution to Rasperia (or its legal successor(s)) if STRABAG expressly confirms to the Settlement Agent in writing that the payment shall be made.

7. Reimbursement of expenses

As this is a so-called mandatory corporate action for securities account settlement (i.e. automatic securities account settlement), there is no separate reimbursement of expenses.

8. Applicable law and place of jurisdiction

The rights and obligations of the holders of Value Rights and STRABAG are subject to Austrian law to the exclusion of the conflict of law rules of Austrian private international law. The place of fulfilment is Vienna, Austria.

For all legal disputes in connection with these terms and conditions of settlement, the court in Vienna with jurisdiction for commercial matters shall have exclusive jurisdiction - to the extent permitted by law and/or unless another compulsory place of jurisdiction applies (cf. in particular Section 83a JN).

For actions brought by a consumer against STRABAG, the court with subject-matter and local jurisdiction at the place of residence of the consumer or at the registered office of STRABAG or another court with jurisdiction based on the statutory provisions shall have jurisdiction at the choice of the consumer - to the extent permitted by law and/or unless another mandatory place of jurisdiction arises (cf. in particular Section 83a JN).

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Villach, November 2024

The Executive Board