

STRABAG SE
Villach, FN 88983 h

**Proposed Resolutions of the Management Board for the
17th Annual General Meeting
18 June 2021**

- 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 2020 financial year**

A resolution on this agenda item is not required.

- 2. Resolution concerning the appropriation of the balance sheet profit**

The annual financial statements for the 2020 financial year show a balance sheet profit in the amount of € 707,940,000.00.

The Management Board proposes, for approval by the Annual General Meeting, a dividend in the amount of € 1.90 per (dividend-bearing) no-par share for the 2020 financial year.

The remainder shall be carried forward to new account.

The dividend payment date is 29 June 2021; the ex-dividend date is 25 June 2021.

- 3. Resolution concerning the approval of the actions of the members of the Management Board for the 2020 financial year**

The Management Board proposes to approve the actions of the members of the Management Board who held the position in the 2020 financial year for this period.

4. Resolution concerning the approval of the actions of the members of the Supervisory Board for the 2020 financial year

The Management Board proposes to approve the actions of the members of the Supervisory Board who held the position in the 2020 financial year for this period.

5. Selection of the auditor of the financial statements and group financial statements for the 2021 financial year

A resolution regarding this agenda item is to be proposed exclusively by the Supervisory Board.

6. Elections to the Supervisory Board

A resolution regarding this agenda item is to be proposed exclusively by the Supervisory Board.

7. Resolution concerning the remuneration report for the Management Board and the Supervisory Board for the 2020 financial year

The Management Board proposes the adoption of the remuneration report, as made available on the company's website (www.strabaq.com) in preparation for the Annual General Meeting, on the remuneration granted or owed to the current and former members of the Management Board and the Supervisory Board for the 2020 financial year.

8. Resolution concerning the remuneration of the members of the Supervisory Board

The Management Board proposes to set the annual remuneration of the Supervisory Board members elected by the Annual General Meeting and those designated by the shareholders for the past 2020 financial year as well as for the duration of the current term, and beyond, of the Supervisory Board members elected by the Annual General Meeting, until a new resolution is passed by the Annual General Meeting, as follows:

- a) for the Chairman of the Supervisory Board € 100,000.00
- b) for the Vice Chairman of the Supervisory Board € 50,000.00
- c) for each of the remaining Members of the Supervisory Board elected by the Annual General Meeting or designated by shareholders € 30,000.00

9. Resolution concerning the simplified reduction of the share capital by €7,400,000.00 in accordance with Article 9 Para 1 of the Societas Europaea Regulation (SE-VO) in conjunction with Sec 192 Para 3 Line 2, Para 4 of the Austrian Stock Corporation Act (AktG) through the redemption of 7,400,000 own shares with a proportionate amount of the share capital of €7,400,000.00 and amendment of the Articles of Association in Sec 4 Para 1

The company currently holds 7,400,000 own shares. The use of the shares, for example as acquisition currency, does not appear to be expedient at this time, so that the 7,400,000 own shares are to be withdrawn and the share capital reduced accordingly.

The reserve for own shares prescribed under Sec 229 Para 1a Line 4 of the Austrian Commercial Code (UGB) has been formed for the own shares, and the withdrawal can be made against this reserve. Sec 192 Para 5 AktG requires the company to transfer the proportionate amount of the share capital applicable to the withdrawn shares, i.e. the amount of €7,400,000.00, to the non-distributable capital reserve in accordance with Sec 229 Para 2 Line 4 UGB.

The Management Board therefore proposes that the following resolution be approved:

1. The share capital of the company is to be reduced in a simplified procedure through the withdrawal of 7,400,000 own shares with a proportionate amount of the share capital of €7,400,000.00 from €110,000,000.00 by €7,400,000.00 to €102,600,000.00 in accordance with Article 9 Para 1 SE-VO in conjunction with Sec 192 Para 3 Line 2, Para 4 AktG.
2. The purpose of this simplified capital reduction is the reduction of the number of own shares of the company.
3. The capital reduction is to be performed in accordance with Sec 192 Para 3 Line 2 AktG from the reserve of own shares that had been set up as required under Sec 229 Para 1a Line 4 UGB.

4. In accordance with Sec 192 Para 5 AktG, the proportionate amount of the share capital applicable to the withdrawn shares, i.e. €7,400,000.00, will be transferred to the non-distributable capital reserve in accordance with Sec 229 Para 2 Line 4 UGB.
5. The new share capital of €102,600,000.00 will be divided into 102,600,000 shares.
6. The Articles of Association will be changed in Sec 4 (“Capital Stock and Shares”) Para 1 Sentence 1 to read:

“(1) The capital stock of the company shall be € 102,600,000.00 and is divided into 102,599,997 bearer shares of stock and three registered shares of stock bearing the numbers 1, 2 and 3.”

Vienna, 27 April 2021

The Management Board

Dr. Thomas Birtel

Mag. Christian Harder

Klemens Haselsteiner

Dipl.-Ing. Dr. Peter Krammer

Dipl.-Ing. Siegfried Wanker

Dipl.-Ing. (FH) Alfred Watzl