

STRABAG SE
Villach, FN 88983 h

**Draft Resolutions of the Management Board for the
11th Annual General Meeting
12 June 2015**

- 1. Presentation of the annual financial statements, including the management report and 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 2014 financial year**

A vote on this agenda item is not required.

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

The 2014 financial year closed with a balance sheet profit in the amount of € 57.000.000,00.

The management board proposes, for approval by the Annual General Meeting, a dividend in the amount of € 0.50 per no-par share (entitled to dividend).

The remainder shall be carried forward to new account.

The dividend payment date is 22 June 2015; the ex-dividend date is 19 June 2015.

- 3. Resolution concerning the approval of the actions of the members of the management board for the 2014 financial year**

The management board proposes to approve the actions of the members of the management board who held the position in the 2014 financial year for this period.

- 4. Resolution concerning the approval of the actions of the members of the supervisory board for the 2014 financial year**

The management board proposes to approve the actions of the members of the supervisory board who held the position in the 2014 financial year for this period.

5. Selection of the auditor of the financial statements and group financial statements for the 2015 financial year

A draft resolution regarding this agenda item is to be made exclusively by the supervisory board.

6. Supervisory board elections

A draft resolution regarding this agenda item is to be made exclusively by the supervisory board.

Vienna, 10 April 2015

The Management Board