

STRABAG SE
Villach, FN 88983 h

**Draft Resolutions of the Management Board for the
10th Annual General Meeting
27 June 2014**

- 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; and of the supervisory board report for the 2013 financial year**

A vote on this agenda item is not required.

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

The 2013 financial year closed with a balance sheet profit in the amount of € 51,300,000.00.

The management board proposes, for approval by the Annual General Meeting, a dividend in the amount of € 0.45 per (dividend-bearing) no-par share.

The remainder shall be carried forward to new account.

The dividend payment date is 7 July 2014; the ex-dividend date is 4 July 2014.

- 3. Resolution concerning the approval of the actions of the members of the management board for the 2013 financial year**

The management board proposes to approve the actions of the members of the management board who held the position in the 2013 financial year for this period.

- 4. Resolution concerning the approval of the actions of the members of the supervisory board for the 2013 financial year**

The management board proposes to approve the actions of the members of the supervisory board who held the position in the 2013 financial year for this period.

5. Selection of the auditor of the financial statements and group financial statements for the 2014 financial year

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

6. Resolution concerning the creation of additional authorised capital

- i) with preservation of the legally prescribed subscription rights, also within the meaning of the indirect subscription rights pursuant to Sec 153 Para 6 of the Austrian Stock Corporation Act (AktG),**
 - ii) with authorisation for the exclusion of the subscription rights,**
 - iii) with the possibility for the issue of the new shares against contribution in kind,**
- and resolution concerning changes to the Articles of Association in Sec 4 Para 1**

The Annual General Meeting of 19 June 2009 resolved to create authorised capital and authorised the management board pursuant to Sec 169 AktG to increase the share capital of the company until 19 June 2014 for cash payment or contribution in kind to the partial or full exclusion of the shareholders' subscription rights.

As the current authorised capital expires effective 19 June 2014, new authorised capital is to be created.

The authorisation of the management board, with the approval of the supervisory board, to increase the share capital makes it possible to issue shares from the authorised capital, to place these shares against cash payment with the public and thereby to maintain the shareholders' subscription rights; on the other hand, it is also possible to issue shares from the authorised capital to the exclusion of the subscription rights.

Of fundamental importance is that the management board of the company may only issue shares from the authorised capital with the approval of the supervisory board. The issue price, the terms of issue and, if it is the case, the exclusion of the subscription rights may only be determined by the management board with the approval of the supervisory board.

With regard to possible future projects, the company has an interest in creating the conditions for enterprise acquisitions through contribution in kind while excluding the subscription rights and at the same time protecting the company's liquidity.

The approved capital of the company allows the company to act with the necessary speed and flexibility in such transactions.

The management board thus proposes the creation of additional authorised capital as well as the corresponding changes to the Articles of Association and, for this purpose, asks the Annual General Meeting to resolve the following:

Resolution concerning

- a) the authorisation of the management board, with the approval of the supervisory board, to increase the share capital as set out in § 169 AktG until 27 June 2019 by up to a further € 57,000,000 by issuing up to 57,000,000 new bearer shares of stock for cash payment or contribution in kind – in several tranches if necessary – and, by agreement with the supervisory board, to determine the issue price, the terms of issue and the further details of the implementation of the capital increase,
- b) the authorisation of the management board, if need be, to offer the new shares to the shareholders for subscription by way of an indirect subscription right as set out in § 153 Abs 6 AktG,
- c) the authorisation of the management board, with the approval of the supervisory board, to exclude the shareholders' subscription rights if
 - (i) the capital increase is made for contribution in kind, i.e. shares are issued for the purpose of the acquisition of companies, operations, partial operations or interests in one or more companies nationally or internationally, or
 - (ii) to exclude the subscription rights of shareholders for fractional amounts, or
 - (iii) to service a greenshoe option granted to one of the issuing banks.

and

resolution concerning the changes to the Articles of Association in Sec 4 Para 1, to read as follows:

“§ 4

Share Capital and Shares

- (1) The share capital of the Company is € 114,000,000.-- and is divided into 113,999,997 bearer shares of stock and three registered shares of stock bearing the numbers 1, 2 and 3.

The Management Board is authorised, until 27 June 2019,

- a) with the approval of the Supervisory Board to increase the share capital of the Company as set out in § 169 AktG by up to a further

€ 57,000,000.-- by issuing up to 57,000,000 new bearer shares of stock for cash payment or contribution in kind – in several tranches if necessary – and, by agreement with the Supervisory Board, to determine the issue price, the terms of issue and the further details of the implementation of the capital increase,

- b) if need be, offer the new shares to the shareholders for subscription by way of an indirect subscription right as set out in § 153 Abs 6 AktG,
- c) with the approval of the Supervisory Board to exclude the shareholders' subscription rights if
 - (i) the capital increase is made for contribution in kind, i.e. shares are issued for the purpose of the acquisition of companies, operations, partial operations or interests in one or more companies nationally or internationally, or
 - (ii) to exclude the subscription rights of shareholders for fractional amounts, or
 - (iii) to service a greenshoe option granted to one of the issuing banks.

[Authorised Capital 2014]

The Supervisory Board is authorised to pass resolution on any amendments to the Articles of Association resulting from the issue of shares within the scope of the Authorised Capital.”

Vienna, 9 April 2014

The Management Board