

STRABAG SE
Villach, FN 88983 h

**Proposed Resolutions of the Supervisory 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 Supervisory 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 Supervisory 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 Supervisory 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

The Supervisory Board proposes the appointment of KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Linz, as auditor of the financial statements and group financial statements for the 2021 financial year.

6. Elections to the Supervisory Board

In accordance with Section 9 Paragraph 1 of the Articles of Association, the Supervisory Board consists of a maximum of six members elected by the Annual General Meeting or designated by shareholders. To date, the Supervisory Board has consisted of four members elected by the Annual General Meeting and two members designated by shareholders for a total of six members in addition to those members designated in accordance with the Austrian Labour Constitution Act (ArbVG).

Supervisory Board member Ksenia Melnikova, elected by the Annual General Meeting, has resigned from her office as a member of the Supervisory Board of STRABAG SE with effect from the end of the Annual General Meeting on 18 June 2021. At the upcoming Annual General Meeting, a Supervisory Board member will therefore need to be elected to maintain the current number of members elected by the Annual General Meeting.

The Supervisory Board proposes filling the mandate so that after the elections in the Annual General Meeting on 18 June 2021 the Supervisory Board will again consist of six members elected by the Annual General Meeting or designated by shareholders.

The following candidate proposal by the Supervisory Board is based on a recommendation by the Presidential and Nomination Committee. The

recommendation was made on the basis of the standards of the Austrian Code of Corporate Governance.

The Supervisory Board proposes to elect Dr. Hermann Melnikov to the Supervisory Board for the remaining term in office of the outgoing member Ksenia Melnikova, i.e. until the end of the Annual General Meeting that votes on the approval of board member actions for the 2022 financial year.

Dr. Hermann Melnikov has submitted a candidate statement pursuant to Section 87 Para 2 and Section 87 Para 2a last sentence of the Austrian Stock Corporation Act (AktG). The statement is available on the company's website. The proposal is made under consideration of Section 87 Para 2a AktG.

The Annual General Meeting is bound to candidate proposals in the following manner. Candidate proposals for the Supervisory Board elections including the candidate statements pursuant to Section 87 Para 2 and Section 87 Para 2a last sentence of the Austrian Stock Corporation Act (AktG) must be made available for each candidate no later than 11 June 2021 on the company's website, failing which the candidate in question may not be included in the vote. This also applies to proposals made by shareholders under Article 53 of the Societas Europaea Regulation in connection with Section 110 AktG, which must be received by the company in writing no later than 9 June 2021. Regarding individual details and requirements for such proposals, shareholders are advised to consult the information regarding the rights of shareholders under sections 109, 110, 118 and 119 of the Austrian Stock Corporation Act (AktG)/Draft resolutions proposed by shareholders under Article 53 of the Societas Europaea Regulation in connection with Section 110 AktG.

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

The Supervisory Board proposes the adoption of the remuneration report, as made available on the company's website (www.strabag.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 Supervisory 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 Section 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 Section 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 Section 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. Section 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 Section 229 Para 2 Line 4 UGB.

The Supervisory 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 Section 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 Section 192 Para 3 Line 2 AktG from the reserve of own shares that had been set up as required under Section 229 Para 1a Line 4 UGB.
4. In accordance with Section 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 Section 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 Section 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 Supervisory Board