

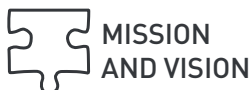
CORPORATE GOVERNANCE

- COMMITTED TO THE AUSTRIAN CODE OF CORPORATE GOVERNANCE
- NOTES ON COMPOSITION AND WORKING METHODS OF THE MANAGEMENT BOARD AND OF THE SUPERVISORY BOARD AND ITS COMMITTEES
- REMUNERATION REPORT

COMMITMENT TO THE AUSTRIAN CODE OF CORPORATE GOVERNANCE



MORE ABOUT REGISTERED SHARES: "DISCLOSURES PURSUANT TO SECTION 243A PARA 1 UGB" IN THE MANAGEMENT REPORT



MISSION AND VISION

The Austrian Code of Corporate Governance, in line with international standards, represents a body of rules for good and responsible corporate governance and supervision on the Austrian capital market. The Code, introduced in 2002, aims to establish a responsible system of management and supervision of companies that is geared toward creating sustainable, long-term value. The Code is designed to provide a high degree of transparency for all company stakeholders. For this reason, investors and issuers recognise the Code as an indispensable part of the Austrian system of corporate governance and of Austrian business life.

The versions of the Code that were valid for the 2012 financial year are the January 2012 and July 2012 versions – these are available at the website of the Austrian Working Group for Corporate Governance (www.corporate-governance.at) and at the website of STRABAG SE (www.strabag.com > Investor Relations > Corporate Governance > Code of Corporate Governance).

STRABAG SE is fully and without exception committed to the Austrian Code of Corporate Governance and its aims and sees compliance with all the rules contained within the Code as a top priority. This commitment by STRABAG SE is voluntary and aims to boost shareholder confidence and to constantly optimise the group's high internal legal, behavioural and ethical standards. STRABAG SE is further obligated to fulfil the standards of the Code due to the listing of its shares in the Prime Market segment of the Vienna Stock Exchange.

This commitment requires STRABAG SE to do more than merely comply with the prevailing laws and legislation. Voluntary self-imposed obligation means that STRABAG SE must explain non-compliance with the so-called C-rules ("comply or explain") which go beyond the legal requirements.

In line with this part of the Austrian Code of Corporate Governance, STRABAG SE explains its non-compliance with C-Rules 2, 27 and 27a of the Code:

C-Rule 2 of the Code: Among the shares of STRABAG SE are two special registered shares with an associated right to nominate one member of the supervisory board each; this is advantageous for STRABAG SE because it guarantees the know-how of important stakeholders on the supervisory board.

C-Rule 27 of the Code: It is a matter of concern for STRABAG SE that remuneration of the management board members be made according to measurable criteria in a way that is transparent and easily comprehensible. The remuneration of the management board is therefore based on the scope of the work, the responsibilities and the personal performance of the individual management board member as well as on the achievement of the corporate goal, the size and the economic situation of the company. Non-financial criteria are not applied for the remuneration as these do not guarantee a transparent and easily comprehensible remuneration within the business activities of STRABAG SE.

C-Rule 27a of the Code: The previous clause in the management contracts regarding severance payments in the case of premature termination has proved its worth, so that STRABAG SE sees no reason for changes or amendments in this regard. In the case of premature termination of a management contract without material breach, the management board member's claim to the annual fixed portion remains – but not for the performance-based variable portion – for the remaining term of the contract. No severance payment is made in the case of premature termination of a management contract for a material reason for which a management board member is responsible.

STRABAG SE further endeavours to abide not only by the minimum requirements but also by all of the Code's R-rules (Recommendations).

NOTES ON THE COMPOSITION AND WORKING METHODS OF THE MANAGEMENT BOARD AND OF THE SUPERVISORY BOARD AND ITS COMMITTEES

WORKING METHODS OF THE MANAGEMENT BOARD AND OF THE SUPERVISORY BOARD

The management and supervisory boards of STRABAG SE are fully committed to the objectives of the Austrian Code of Corporate Governance as amended in July 2012 (as they were to the January 2012 version) and see compliance with all the rules contained within the Code as a main obligation and duty. This means that STRABAG SE is constantly working to maintain and optimise its high internal legal, behavioural and ethical standards. In line with the rules of the Code, the management and supervisory boards of STRABAG SE work together on the basis of

- regular and extensive informing of the supervisory board by the management board as to all relevant matters concerning the development of the company's business, including the risk situation and risk management in the company and the important group entities;
- the regular exchange of information and opinions between the CEO and the chairman of the supervisory board concerning strategy, the development of the business, risk management and important business transactions, particularly acquisitions and disposals, and the immediate informing of the chairman of the supervisory board of any important information; as well as
- an open exchange of opinion and open dialogue among the members of the supervisory board as well as between the members of the supervisory board and the management board.

The management board of STRABAG SE and the individual members of the management board conduct their business in accordance with the prevailing law and legislation, the articles of association, and the management board's rules of procedure as approved by the supervisory board. The

rules of procedure govern the work of the individual members of the management board as well as the allocation of duties within the board. Coordination within the management board occurs during regular meetings, which are held approximately every two weeks, but also in the form of an informal exchange of information. Matters discussed at the management meetings include the current operations and the company strategy. Also discussed are any current or outstanding measures to be implemented by the relevant management board members. The rules of procedure require the management board or the individual management board members to provide extensive information and reporting to the supervisory board and define an extensive catalogue of measures and legal transactions which require approval by the supervisory board.

Information regarding the supervisory board and its committees, their decision-making rights as well as a report on their activity can be found starting on page 6 of this report.



THE COMPOSITION OF THE MANAGEMENT BOARD

Members of the management board

DR. HANS PETER HASELSTEINER

CEO

Responsibilities for Central Staff Units, Central Divisions Zentrale Technik, BRVZ, BMTI, TPA and BPM (from 1 July 2012 jointly with Thomas Birtel) Technical Responsibilities for Divisions 3L RANC¹⁾ and 3M RANC (until 30 June 2012)

Hans Peter Haselsteiner was born on 1 February 1944. He received his doctorate degree from the Vienna University of Economics and Business in 1970 and began working for an auditing and tax consultancy firm in Vienna. Hans Peter Haselsteiner joined the group as supervisory board member of ILBAU AG in 1972 and has held the position of CEO of the respective group parent company since 1974. From 1994 to 1998, he served as a member of the Austrian parliament and vice chairperson of the Liberal Forum. Due to his parliamentary mandate, he was on leave from the group during this time. His term expires on 31 December 2015.

DR. THOMAS BIRTEL

Deputy CEO (from 14 December 2012)

Commercial Responsibilities for Building Construction & Civil Engineering (until 30 June 2012) Responsibilities for Central Staff Units, Central Divisions Zentrale Technik, BRVZ, BMTI, TPA and BPM (from July 2012 jointly with Hans Peter Haselsteiner)

Responsibilities for Divisions 3L RANC¹⁾ and 3M RANC (from 1 July 2012)

Thomas Birtel was born on 3 June 1954. He graduated with a degree in economics from the Ruhr-University Bochum in 1978 and completed his doctorate there four years later. Thomas Birtel began his career in 1983 at Klöckner & Co. The last position he held there before leaving in 1989 was division manager of the accounting department of Klöckner Industrie-Anlagen GmbH. From 1989 to 1996, he worked for Sweden's Frigoscandia Group as head of the Central European region. Thomas Birtel joined the STRABAG Group in 1996 as a member of the management board of STRABAG Hoch- + Ingenieurbau AG. In 2002, he was appointed member of the management board of STRABAG AG, Cologne, responsible for building construction, finance, accounting, controlling, risk management and procurement. Thomas Birtel has also been a member of the group management board since 2006. His term ends on 31 December 2014.

MAG. CHRISTIAN HARDER

CFO (from 1 January 2013)

Christian Harder was born on 19 August 1968. He passed his school-leaving exams at Bundesgymnasium Spittal/Drau and completed his studies in Applied Business Administration at the University Klagenfurt with a focus on Controlling and Tax Management before joining the STRABAG Group, or rather the Bauholding Group, in 1994. He held the positions of Director of Accounting, Head of Financial Accounting and, finally, Central Division Director of BRVZ before being appointed Managing Director of BRVZ in 2008. Christian Harder has been a member of the management board of STRABAG SE since 2013 in the function as CFO. His term ends on 31 December 2014.

1) RANC = Russia and Neighbouring Countries

2) North + West: Germany, Poland, Benelux, Scandinavia, Ground Engineering, Hydraulic Engineering, Offshore Wind

3) International + Special Divisions: Tunnelling, Construction Materials, Services, Real Estate Development, Infrastructure Development

4) South + East: Austria, Switzerland, Hungary, Czech Republic, Slovakia, Adriatic, Rest of Europe, Railway Structures



DI DR. PETER KRAMMER

Technical Responsibilities for Building Construction & Civil Engineering except Divisions 3L RANC and 3M RANC (until 30 June 2012)
Responsibilities for Region North + West²⁾ (from 1 July 2012)

Peter Krammer was born on 18 January 1966. He studied civil engineering at the Technical University in Vienna, completing his studies in 1995 with a doctorate degree in engineering sciences. His professional experience has included positions at Porr Technobau AG, Swietelsky Bau GesmbH and STRABAG AG Austria. In 2005, Mr. Krammer joined the management board of STRABAG AG in charge of building construction and civil engineering in Eastern Europe and of environmental technology for the entire company. Peter Krammer has been a member of the group management board since 2010. His term ends on 31 December 2014.

MAG. HANNES TRUNTSCHNIG

Commercial Responsibilities for Special Divisions & Concessions (until 30 June 2012)
Commercial Responsibilities for Transportation Infrastructures (until 30 June 2012)
Responsibilities for Region International + Special Divisions³⁾ (from 1 July 2012)

Hannes Truntschnig was born on 22 July 1956. He graduated from the Higher Technical Institute HTL Mödling specialised in electrical engineering and in 1978 completed his qualifications in electromechanical engineering before going on to study at the Karl Franzens University Graz, eventually graduating with a degree in business administration in 1981. Hannes Truntschnig joined the STRABAG Group (ILBAU AG) in 1981. Since 1985, he has held several management positions at various group companies. In 1992, he was appointed authorised signatory for Bau Holding Aktiengesellschaft. Hannes Truntschnig has been a member of the group management board since 1995. His term ends on 31 December 2014.

DI SIEGFRIED WANKER

Technical Responsibilities for Special Divisions & Concessions (until 30 June 2012)
Responsibilities for Region South + East⁴⁾ except Divisions 3L RANC¹⁾ and 3M RANC (from 1 July 2012)

Siegfried Wanker, born on 5 May 1968, studied civil engineering at Graz University of Technology before joining the STRABAG Group as a site manager in 1994. Between 2001 and 2004, he held various management-level positions at engineering service providers before rejoining the STRABAG Group in 2005. He served as technical division manager for Building Construction International, Corporate Development and Services, and finally for Infrastructure Project Development. Siegfried Wanker has been a member of the management board of STRABAG SE since 2011. His term ends on 31 December 2014.

ING. FRITZ OBERLERCHNER**Deputy CEO (until 30 June 2012)****Technical Responsibilities for Transportation Infrastructures (until 30 June 2012)**

Fritz Oberlerchner was born on 16 June 1948 and graduated from the HTL Villach polytechnic institute in 1968 as a certified engineer in building construction. He began his professional career as a construction engineer at a small building firm, joining the STRABAG

Group (ASPHALTBAU Ges.m.b.H.) in 1971. In 1978, he was made authorised signatory (Prokurist) for Asphalt & Beton Bauges.m.b.H. and eleven years later became managing director of Magyar Aszfalt Kft, Budapest. Fritz Oberlerchner was a member of the management board from 1994 and deputy CEO from 2003. From 1998 to 2002, he served as management board member of STRABAG AG, Cologne. He left the management board on 30 June 2012.

Mandates

In the 2012 financial year, the following management board members held supervisory

board mandates or similar functions at companies not included in the consolidated financial statements in Austria and abroad:

NAME	NON-GROUP COMPANY	MANDATE
Dr. Hans Peter Haselsteiner	CONCORDIA Sozialprojekte Gemeinnützige Privatstiftung	Chairman of the Management Board
	Rail Holding AG	Vice Chairman of the Supervisory Board
	SEMPER CONSTANTIA PRIVATBANK AG	Member of the Supervisory Board
	Tiroler Festspiele Erl Betriebsges.m.b.H	Chairman of the Supervisory Board
	VinziRast Gemeinnützige Privatstiftung	Vice Chairman of the Management Board
Ing. Fritz Oberlerchner	Andritz AG	Member of the Supervisory Board
Dr. Thomas Birtel	Deutsche Bank AG, Germany	Member of the Advisory Board
	HDI-Gerling Industrie Versicherung AG, Germany	Member of the Advisory Board
	VHV Allgemeine Versicherung AG, Germany	Member of the Supervisory Board
Mag. Hannes Truntschnig	Raiffeisen evolution project development GmbH	Vice Chairman of the Advisory Board
	Syrena Immobilien Holding AG	Vice Chairman of the Supervisory Board
DI Siegfried Wanker	Syrena Immobilien Holding AG	Member of the Supervisory Board

Directors' Dealings

Proprietary transactions with STRABAG SE shares by members of the company's boards and related persons or companies as well as by other management-level employees with group-wide responsibilities, the so-called Directors' Dealings, are reported as required by law and continually posted on the website of STRABAG SE (www.strabag.com > Investor Relations > Corporate Governance > Directors' Dealings) as well as on the website of the Austrian Financial Market Authority (www.fma.gv.at > Companies > Issuers > Directors' Dealings (German only)).

In 2012, the following proprietary transactions with STRABAG SE shares were made by members of the aforementioned group of people:

- Haselsteiner Familien-Privatstiftung (management: Dr. Hans Peter Haselsteiner): sale of 342,857 shares at a subscription price of € 19.25 per share on 16 July 2012
- Dr. Alfred Gusenbauer: sale of 70 shares on 3 August 2012 at a price of € 18.00 per share

The following persons from the aforementioned group of people held shares of STRABAG SE on 31 December 2012:

PERSON SUBJECT TO DISCLOSURE OBLIGATION	BOARD MEMBER	NUMBER OF SHARES
Dr. Hans Peter Haselsteiner		70,002
Haselsteiner Familien-Privatstiftung	Dr. Hans Peter Haselsteiner	32,891,737
Ing. Fritz Oberlerchner		4,070
Maria Oberlerchner	Ing. Fritz Oberlerchner	70
Mag. Erwin Hameseder		210

WORKING METHODS OF THE SUPERVISORY BOARD

In the 2012 financial year, the supervisory board diligently performed the duties incumbent upon it under Austrian law, the Articles of Association, the Austrian Code of Corporate Governance (ÖCGK) and the Rules of Procedure. A total of five regular meetings of the supervisory board took place in 2012. One member of the supervisory board, Siegfried Wolf, was excused from three meetings of the supervisory board and so failed to personally take part in at least half of the meetings of the supervisory board (Rule C-58 of the ÖCGK). No contracts requiring approval by the supervisory board were concluded between the company and members of the supervisory board (Rule C-49 of the ÖCGK).

The internal audit department informed the audit committee of the audit plan and of significant events in accordance with Rule C-18 of the Austrian Code of Corporate Governance. Furthermore, the audit committee monitored the accounting processes (including the preparation of the consolidated financial statements), the work of the auditor (including the audit of the consolidated financial statements), the effectiveness of the system of internal control, the risk management system and the audit system. The independence of the auditor (group financial auditor) was reviewed and monitored in particular as regards the additional services given to the audited company.

All members of the supervisory board and its committees are independent according to the terms of the Austrian Code of Corporate Governance and were properly represented in the relevant meetings. Three meetings of the audit committee, one meeting of the presidium and three meetings of the presidium and nomination committee took place in the 2012 financial year. Further information regarding the supervisory board, its committees and their decision-making rights can be found on the following pages.

COMPOSITION OF THE SUPERVISORY BOARD

Members of the Supervisory Board in the 2012 Financial Year

DR. ALFRED GUSENBAUER Chairman of the Supervisory Board

Alfred Gusenbauer was born on 8 February 1960 and studied law, philosophy, political science and economy at the University of Vienna, completing his doctorate in 1987. In 1991, he became a member of the Austrian senate, two years later a member of parliament. From 2000 to 2008, Alfred Gusenbauer was President of the Social Democratic Party of Austria, serving as Federal Chancellor of the Republic of Austria and member of the European Council from 2007 to 2008. In addition to his current activities at Brown University and Columbia University, Alfred Gusenbauer is President of the Dr. Karl Renner Institute, the Austrian Institute for International Affairs and the Austrian-Spanish Chamber of Commerce. Alfred Gusenbauer was voted chairman of the supervisory board of STRABAG SE on 18 June 2010 for the first time. His current term ends in 2014.



DR. ALFRED GUSENBAUER

MAG. ERWIN HAMESEDER Vice Chairman of the Supervisory Board

Erwin Hameseder was born on 28 May 1956. He received a master of law degree from the University of Vienna. From 1975 to 1987, Erwin Hameseder served as an officer in the Austrian army, where he achieved the rank of colonel in 2002 and of brigadier in 2006. In 1987, he joined the legal department of RAIFFEISENLANDESBANK NIEDERÖSTERREICH-WIEN reg.Gen.m.b.H. From 1988 to 1994, he was responsible for investment management, from 1991 as head of the department. He was managing director of RAIFFEISENLANDESBANK NIEDERÖSTERREICH-WIEN reg.Gen.m.b.H. from 1994 to 2001 and director-general of RAIFFEISEN-HOLDING NIEDERÖSTERREICH-WIEN reg.Gen.m.b.H (a spin-off from RAIFFEISENLANDESBANK NIEDERÖSTERREICH-WIEN AG) from 2001 to 2012. From 2007 to 2012, Erwin Hameseder also assumed the position of chairman of the management board of RAIFFEISENLANDESBANK NIEDERÖSTERREICH-WIEN AG. Since 4 May 2012, he has



MAG. ERWIN HAMESEDER



MAG. KERSTIN GELBMANN

been chairman of RAIFFEISEN-HOLDING NIEDERÖSTERREICH-WIEN reg.Gen.m.b.H. He was nominated to the current supervisory board for an indefinite period of time on 17 August 2007 and has been a member of the supervisory board of STRABAG SE and its predecessor companies since 1998.

MAG. KERSTIN GELBMANN
Free Float Representative

Kerstin Gelbmann was born on 30 May 1974. After completing her studies in trade and commerce in Vienna, she began her career at Auditor Wirtschaftsprüfungs- und Steuerberatungsgesellschaft mbH. Kerstin Gelbmann has been co-managing director of E.F. Grossnigg Finanzberatung und Treuhandels-gesellschaft m.b.H. since 2002 and of Grosso Holding Gesellschaft mbH since 2007. In January 2010, she assumed the additional position of co-managing director at Austro Holding GmbH. Kerstin Gelbmann was voted into the supervisory board of STRABAG SE on 18 June 2010. Her current term ends in 2014.



ANDREI ELINSON

ANDREI ELINSON

Andrei Elinson was born on 19 January 1979. He has been Deputy CEO of Russian conglomerate Basic Element since December 2009. Previously, he was Basic Element's director of corporate governance and internal control, responsible for the development and implementation of corporate governance standards. Before joining Basic Element, he was a partner at Deloitte & Touche CIS, where, starting in 1997, he was in charge of consulting and assurance projects for Russian and international companies. Later he was appointed partner-in-charge for Forensic and Dispute services in the CIS. From 2004, Andrei Elinson managed the internal control and risk management consulting streams at Deloitte. He graduated from the Finance Academy of the Government of the Russian Federation with a degree in accountancy and audit. He is a certified public accountant and fraud examiner in the US, a licensed Russian auditor and holds a Certificate in Company Direction from the Institute of Directors (IoD) in the UK. Andrei Elinson was appointed to the supervisory board of STRABAG SE for an indefinite period of time on 21 April 2009.



DR. GOTTFRIED WANITSCHKEK

DR. GOTTFRIED WANITSCHKEK

Gottfried Wanitschek was born on 14 May 1955. He studied law at the University of Vienna and at the University of Salzburg. After receiving his doctorate degree in 1979, he performed his mandatory year of court training. From 1980 to 1984, he worked at the Austrian Association of Insurance Companies. From 1984 to 1990, Gottfried Wanitschek was secretary-general of Raiffeisen Versicherung AG and managing director of various group companies. From 1991 to 1993, he was a member of the management board of Leipnik-Lundenburger Invest Beteiligungs AG. From 1993 to 1997, Gottfried Wanitschek was managing director of the KURIER group and several subsidiaries of the group. In 1997, he joined BARC Versicherungs-Holding AG, where he was a member of the management board until 1999. From 1999 to 2012, Gottfried Wanitschek was a member of the management board of UNIQA Versicherungen AG. Gottfried Wanitschek was appointed to the current supervisory board of STRABAG SE on 18 June 2010. His term ends in 2014. He has been a member of the supervisory board of STRABAG SE and its predecessor companies since 1998.

ING. SIEGFRIED WOLF

Siegfried Wolf was born on 31 October 1957. He started his career with Philips in Vienna, where he trained as a tool and die-maker and continued his professional training through the stages of master craftsman up to obtaining an engineering degree. From 1981 to 1983, he worked as quality manager and assistant director of quality control at VMW (Vereinigte Metallwerke Wien). Siegfried Wolf then joined Hirtenberger AG, where he advanced from director for quality control to plant director and authorised signatory. In 1994, he joined Magna Europa AG, becoming president of the company in 1995. In 1999, he became vice chairman of the supervisory board of Magna International Inc. He held this position until 2001, when he was appointed president and CEO of Magna Steyr. In February 2002, he was appointed executive vice chairman of Magna International Inc. and remained in this position until his nomination to co-CEO in April 2005; he exercised this function until 2010.



ING. SIEGFRIED WOLF

Siegfried Wolf has also been chairman of the supervisory board of GAZ Group since April 2010 and chairman of the supervisory board of Russian Machines JSC, Glavstroy Corporation LLC and Transstroy Engineering & Construction Company Ltd. since September 2010. Siegfried Wolf was first voted into the supervisory board of STRABAG SE on 17 August 2007. His term was extended on 18 June 2010 and ends in 2014.

DI ANDREAS BATKE

Andreas Batke was born on 4 May 1962 and joined STRABAG AG as a land surveyor on 1 April 1991. He has been a member of the works council since May 1998. Andreas Batke currently serves as chairman of the segment works council for Transportation Infrastructures, chairman of the group works council and vice-chairman of the supervisory board of STRABAG AG, Cologne. He was appointed to the supervisory board of STRABAG SE by the STRABAG SE works council and has been a member of the STRABAG SE supervisory board since November 2009.

MIROSLAV CERVENY

Miroslav Cerveny was born on 16 January 1959 and has worked for a Czech subsidiary of the STRABAG Group since 1988, holding positions in IT administration, accounting, and occupational health and safety. He was appointed to the supervisory board of STRABAG SE by the STRABAG SE works council and has been a member of the supervisory board since November 2009.

MAGDOLNA P. GYULAINÉ

Magdolna P. Gyulainé was born on 26 July 1962. She is chairwoman of the works council of STRABAG Hungary, having joined a predecessor company of STRABAG Hungary as bookkeeper in 1983. She was appointed to the supervisory board of STRABAG SE by the STRABAG SE works council in November 2009.

WOLFGANG KREIS

Wolfgang Kreis, an industrial clerk by training, was born on 18 March 1957. He joined Ed. Züblin AG as a commercial clerk

in 1979. In 1987, he was elected to the works council and today is works council chairman for the sub-division Karlsruhe and chairman of the works council at Ed. Züblin AG. He has been vice-chairman of the supervisory board of Ed. Züblin AG since 2002. He was appointed to the supervisory board of STRABAG SE by the STRABAG SE works council in November 2009. He also deals with the issue of occupational health and safety at the company.

GERHARD SPRINGER

Gerhard Springer was born on 26 March 1952. He trained as construction foreman and attended the "social academy" of the Austrian Chamber of Labour before joining the STRABAG Group in 1977. From 1977 to 1983, he worked as construction foreman, deputy foreman and employee representative. He has been a full-time employee representative since April 1983. Gerhard Springer was appointed to the supervisory board of STRABAG SE as an employee representative and has been a member of the supervisory board of STRABAG SE and its predecessor companies since 1995.



DI ANDREAS BATKE



MIROSLAV CERVENY



MAGDOLNA P. GYULAINÉ



GERHARD SPRINGER



WOLFGANG KREIS

Mandates

In the 2012 financial year, the following supervisory board members held supervisory

board mandates or similar functions at publicly listed companies in Austria and abroad in addition to their supervisory board mandate at STRABAG SE:

NAME	NON-GROUP COMPANY	MANDATE
Dr. Alfred Gusenbauer	Gabriel Resources Ltd., Canada	Member of the Supervisory Board
Mag. Erwin Hameseder	AGRANA Beteiligungs-AG, Austria	Vice Chairman of the Supervisory Board
	Flughafen Wien AG, Austria	Chairman of the Supervisory Board
	Raiffeisen Bank International AG, Austria	Vice Chairman of the Supervisory Board
	Südzucker AG, Germany	Member of the Supervisory Board
	UNIQA Versicherungen AG, Austria	Member of the Supervisory Board
Mag. Kerstin Gelbmann	conwert Immobilien Invest SE, Austria	Member of the Administrative Board
	ECO Business-Immobilien AG, Austria	Member of the Supervisory Board (since 14 July 2012)
Andrei Elinson	GAZ Group, Russia	Member of the Supervisory Board
	Ingosstrakh, Russia	Member of the Supervisory Board
Ing. Siegfried Wolf	GAZ Group, Russia	Chairman of the Supervisory Board
	VERBUND AG, Austria	Member of the Supervisory Board
	Continental AG, Germany	Member of the Supervisory Board
DI Andreas Batke	STRABAG AG, Cologne, Germany	Vice Chairman of the Supervisory Board

Committees

COMMITTEE	MEMBERS	
Presidium	<ul style="list-style-type: none"> ■ Dr. Alfred Gusenbauer (Chairman) ■ Mag. Erwin Hameseder (Vice Chairman) ■ Andrei Elinson 	The presidium deals with all matters affecting the relations between the company and the members of the management board, especially matters relating to the remuneration of management board members, but excluding decisions regarding the appointment or removal of a management board member or regarding the granting of stock options.
Presidium and Nomination Committee	<ul style="list-style-type: none"> ■ Dr. Alfred Gusenbauer (Chairman) ■ Mag. Erwin Hameseder (Vice Chairman) ■ Andrei Elinson ■ Wolfgang Kreis ■ Gerhard Springer 	The presidium and nomination committee presents the supervisory board with proposals regarding the filling of new management board mandates or positions which are opening up, deals with questions of succession planning and remuneration policy and makes decisions on urgent matters.
Audit Committee	<ul style="list-style-type: none"> ■ Dr. Alfred Gusenbauer (Chairman) ■ Mag. Erwin Hameseder ■ Andrei Elinson ■ Dr. Gottfried Wanitschek ■ DI Andreas Batke ■ Wolfgang Kreis ■ Gerhard Springer 	The audit committee is responsible for the auditing and preparation for the approval of the annual financial report, the proposed distribution of profits and the management report, as well as the auditing of the consolidated financial statements and the corporate governance report. The committee also deals with the management letter written by the financial auditor as well as with the auditor's report as to the efficiency of the risk management. The audit committee makes a proposal for the selection of the auditor and presents the proposal of the supervisory board to the Annual General Meeting for voting. In line with Rule 81a of the ÖCGK, the audit committee must also establish a mutual line of communication with the financial auditor in a meeting.

Independence of the Members of the Supervisory Board

All members of the supervisory board and its committees are independent in accordance with the conditions contained within the Austrian Code of Corporate Governance, (see also www.strabag.com > Investor Relations > Corporate Governance > Supervisory Board > Independence of the Supervisory Board) and have declared in writing explicitly to adhere to all conditions of the Austrian Code of Corporate Governance. The independence of the supervisory board members is defined by the following guidelines (excerpt from the Rules of Procedure for the Supervisory Board as amended on 23 April 2012):

Guidelines for the Independence of Supervisory Board Members of STRABAG SE ("the company") in Accordance with Rule 53 of the Code

A member of the supervisory board of the company shall be deemed independent if he or she has no business or personal relations with the company or its management board which would constitute a material conflict of interest and thus could influence the member's behaviour.

Moreover, the members of the supervisory board shall comply with the following guidelines adapted from the Code:

- The supervisory board member shall not have served as a member of the management board or as a manager of the company or one of its subsidiaries in the past five years.
- The supervisory board member shall not maintain or have maintained in the past year any business relations with the company or one of its subsidiaries to an extent of significance for the supervisory board member. This shall also apply to relationships with companies in which the supervisory board member has a considerable economic interest. The approval of individual transactions by the supervisory board according to Rule 48 does not automatically mean the person is qualified as not independent.
- The supervisory board member shall not have been auditor of the company or have owned a share in the auditing company or have worked there as an employee in the past three years.
- The supervisory board member shall not be a member of the management board of another company, in which a management board member of the company is a supervisory board member.
- The supervisory board member shall not be a close relative (direct offspring, spouse, partner, parent, uncle, aunt, sibling, niece, nephew) of a management board member or of persons in one of the aforementioned positions.

It shall be the responsibility of each member of the supervisory board of the company elected by the Annual General Meeting or delegated by the shareholders to declare his or her independence according to the criteria defined.

According to Rule 54 of the Austrian Code of Corporate Governance, the supervisory board of the company shall include at least one independent member delegated by the shareholders who is not a shareholder with a share of more than 10 % or who represents such a shareholder's interests. The independence of supervisory board members shall be published in the Annual Report. The supervisory board shall judge whether it and its committees contain a sufficient number of independent members in accordance with Rules 39 and 53 of the Austrian Code of Corporate Governance.

DISCLOSURE OF INFORMATION REGARDING THE REMUNERATION OF THE MEMBERS OF THE MANAGEMENT AND THE SUPERVISORY BOARDS

Remuneration Report – Management Board

REMUNERATION OF THE MANAGEMENT BOARD 2011/2012¹⁾

T€ (incl. non-monetary²⁾)

NAME	FIXED		VARIABLE		TOTAL	
	2012	2011	2012	2011	2012	2011
Haselsteiner	633	633	–	1,033	633	1,666
Haselsteiner – payment in kind	–	–	–	1,100	–	1,100
Oberlerchner ³⁾	253	506	–	823	253	1,329
Birtel	426	426	–	614	426	1,040
Truntschnig	426	426	–	689	426	1,115
Krammer	426	426	–	689	426	1,115
Wanker	426	426	–	689	426	1,115
Total	2,590	2,843	–	5,637	2,590	8,480

Total remuneration for the management board members in the 2012 financial year amounted to € 2.59 million (2011: € 8.48 million).

Since 2007, board member pay has been based on a system which, in addition to a fixed base salary, foresees a variable portion dependent on the achievement of specific earnings and profitability targets for the STRABAG Group calculated according to principles of cost accounting. The variable portion of the salary is basically calculated as a fixed percentage of the net income after minorities less minimum earnings of € 200 million. If this value surpasses the simple fixed amount, a sliding scale is applied with a maximum variable portion of 200 % of the fixed salary possible. If a minimum yield is surpassed (earnings according to cost accounting principles compared to output volume), a minimum variable portion is granted; the chairman of the management board may also receive additional non-monetary remuneration, rounded to full T€ 100, when pre-determined targets are met. From the 2011 financial year, 20 % of the bonuses of the members of the management board will be retained and deposited on a personal clearing account based on sustainable, long-term, multi-annual performance criteria. The payment from the personal clearing account will take place at the end of the term of the management agreement.

Furthermore, the members of the management board have the right to a company car.

Accident insurance provides coverage in the event of death or disability, a private liability insurance policy covers the legal liability of the members of the management board which may arise from third-party personal injury, property damage or financial losses. The board members are also covered by legal expense insurance in the event of claims resulting from administrative or criminal violations. Insurance coverage exists for damage claims resulting from third-party or group financial losses as the result of neglect of duty during service for the company.

The members of the management board are subject to a competition clause for the period of their service. If a member of the management board is dismissed without cause, the fixed base salary is paid for the full term of the contract. Haselsteiner's management contract expires on 31 December 2015, those of the remaining members of the management board on 31 December 2014.

One member of the management board is entitled to non-growing pension payments from subsidiaries of the company. No other pension agreements exist between the company and the members of the management board. One member of the management board has a right to legal and contractual severance pay in the event of the termination of service to the company, with the maximum amount set by the Austrian Employee Act (oAngG).



LONG-TERM, MULTI-ANNUAL PERFORMANCE CRITERIA

1) In the past, the individual components of remuneration paid in the respective financial year were disclosed separately for each member of the management board. Starting with the 2012 financial year, the remuneration paid to the individual management board members for their performance during the financial year will be stated as a total under Section 243b (2) 3 in conjunction with Section 239 (1) 4 a of the Austrian Commercial Code (UGB). For better comparability, the figures for 2011 are presented here in the changed form.

2) Non-monetary after deductibles

3) Member of the management board until 30 June 2012

All management board members perform their services on the basis of employment contracts and are subject to income tax regulations.

STRABAG SE has decided against a stock option programme for management board members. No additional recompense is granted for internal group mandates or functions. No prior agreements or exception rules exist for the event of a public takeover offer.

In the 2012 financial year, there were no changes to the remuneration system for the management board (Rule C-30 of the ÖCGK).

Remuneration Report – Supervisory Board

The Annual General Meeting decides on the annual remuneration of the members of the supervisory board nominated or elected by the shareholders as well as on any additional remuneration for special tasks performed, if applicable. At the Annual General Meeting

of 10 June 2011, the shareholders approved annual remuneration of € 15,000 for the regular members of the supervisory board, € 25,000 for the vice chairman and € 50,000 for the chairman. Members of the supervisory board who are elected to or leave the board during a financial year are remunerated in accordance with the actual period of their membership on the supervisory board pro rata temporis.

Additionally to their annual remuneration, the supervisory board members also receive cash compensation for expenses. Furthermore, the members of the supervisory board are, in accordance with the Articles of Association, covered by D&O (directors and officers) liability insurance up to a certain maximum amount. The insurance covers the personal liability of the supervisory board members in the event of careless neglect of duty during their service for the company. In 2012, no other remuneration was paid to the members of the supervisory board. There were no other transactions with members of the supervisory board.



**NO STOCK OPTION
PROGRAMME**

REMUNERATION OF THE SUPERVISORY BOARD 2011/2012

€	2012	2011
Dr. Alfred Gusenbauer	50,000	50,000
Mag. Erwin Hameseder	25,000	25,000
Mag. Kerstin Gelbmann	15,000	15,000
Andrei Elinson	15,000	15,000
Dr. Gottfried Wanitschek	15,000	15,000
Ing. Siegfried Wolf	15,000	15,000
Total	135,000	135,000

MEASURES FOR THE ADVANCEMENT OF WOMEN

In accordance with Section 243b of the Austrian Commercial Code (UGB) and L-Rule 60 of the Austrian Code of Corporate Governance, the corporate governance report must indicate the measures taken to promote women to the management board, the supervisory board and to leading positions in the company.

STRABAG SE declares that it basically promotes women and men equally. There are no salary differences between men and women who perform equal work and have the same level of education.

Traditionally, mainly men are employed in the construction sector. It is noteworthy, therefore, that two women sit on the supervisory board of the company: Kerstin Gelbmann and Magdolna Gyulainé. The supervisory board thus has a female percentage of around 18 % and a percentage of female members appointed by the works council of 20 %.

Additionally, 95 women (= 8 % of the corporate management) hold a leading position as defined by Section 80 of the Austrian Stock Corporation Act (AktG).

The company has also set up kindergartens at its offices in Vienna, Donau-City-Strasse 9, and in Bratislava, offering employees affordable, all-day childcare. The childcare centres are designed to help employees reintegrate into professional life after their parental leave.

The STRABAG SE management board is currently working on an action plan to increase the number of women employees at STRABAG as well as the number of women in management. Measurable targets are to be set in the following three areas:

- Targeted search and selection of women employees
- Systematic promotion of high potentials regardless of gender as part of the company's human resource development
- Reduction of the conflict of interest between job and family

INTERNAL AUDIT REPORT

The STRABAG Group's internal audit department is a neutral and independent authority which again conducted more than 200 internal audits in all group divisions worldwide in the 2012 financial year. It is a central part of the group's risk management.

In accordance with the rules of the Austrian Code of Corporate Governance, the internal audit department is set up as a staff unit of the management board of STRABAG SE, giving it the greatest possible amount of independence. The internal audit department plans and conducts process-independent and neutral audits of all of the group's divisions and regions in Austria and abroad. The audit planning is constantly updated to meet the current needs.

In 2012, the internal audit department again audited individual objects as well as entire organisational units. The audits covered all of the group's divisions and sub-divisions as well as the most important contracts and

orders of the year. The routine and special audits served to recognise and avoid risks, to reveal opportunities and to monitor proper conduct and compliance with the group's code of ethics.

Given its technical and commercial competence, the internal audit department forms an important part of the group's risk management and internal control. With its comprehensive approach, the use of uniform auditing standards and the neutral reporting, the internal audit department also contributes to the standardisation of processes and structures in the entire group.

The internal audit department reports regularly to the CEO and to the supervisory board's audit committee regarding the audit plan and significant events of its work. The audit reports are sent to the audited units and divisions, to the unit and division managers, and to the management board, and are made available to the financial auditors.

EXTERNAL EVALUATION

An external evaluation in accordance with Rule 62 of the Austrian Code of Corporate

Governance takes place every three years, the next time for the year 2013.

CONTINUOUS DEVELOPMENT OF OUR CORPORATE GOVERNANCE SYSTEM

In the interests of the company and all stakeholders, STRABAG continued its efforts to improve the corporate governance system in the 2012 financial year. The management board will now instruct the supervisory board in even more detail about the aggregate risk from ongoing construction projects. Similarly, at the suggestion of the supervisory board, more detailed

documents on transactions requiring approval will be sent out ahead of the supervisory board meetings to ensure that the supervisory board members are even better prepared when they meet.

STRABAG also developed an interactive ethics e-learning course.

Villach, 9 April 2013

The Management Board

Dr. Hans Peter Haselsteiner

Dr. Thomas Birtel

Mag. Christian Harder

DI Dr. Peter Krammer

Mag. Hannes Truntschnig

DI Siegfried Wanker

