

**STRABAG SE**  
Villach, FN 88983 h

**Proposed Resolutions of the Supervisory Board for the  
22nd Annual General Meeting  
12 June 2026**

- 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 consolidated report on payments to government agencies; of the proposal for the appropriation of the balance sheet profit; and of the Supervisory Board report for the 2025 financial year**

A resolution concerning this agenda item is not required.

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

The annual financial statements for the 2025 financial year show a balance sheet profit in the amount of € 342,843,747.80.

The Supervisory Board proposes, for approval by the Annual General Meeting, a dividend in the amount of € 2.90 per (dividend-bearing) no-par share for the 2025 financial year.

The remainder shall be carried forward to new account.

The dividend payment date is 23 June 2026; the ex-dividend date is 17 June 2026.

- 3. Resolution concerning the approval of the actions of the members of the Management Board for the 2025 financial year**

The Supervisory Board proposes to approve the actions of the members of the Management Board who held the position in the 2025 financial year for this period.

**4. Resolution concerning the approval of the actions of the members of the Supervisory Board for the 2025 financial year**

The Supervisory Board proposes to approve the actions of the members of the Supervisory Board who held the position in the 2025 financial year for this period.

**5. Appointment of the auditor for the single-entity and consolidated financial statements and for the consolidated sustainability report for the 2026 financial year**

The Supervisory Board proposes the appointment of PwC Wirtschaftsprüfung GmbH, Vienna, to serve as auditor for the single-entity and consolidated financial statements and as auditor of the consolidated sustainability reporting of STRABAG SE for the 2026 financial year.

**6. Resolution concerning the remuneration report for the Management Board and the Supervisory Board for the 2025 financial year**

The Supervisory Board proposes the adoption of the remuneration report, as made available on the Company's website ([www.strabag.com](http://www.strabag.com)) in preparation for the Annual General Meeting, detailing the remuneration granted or owed to the current and former members of the Management Board and the Supervisory Board for the 2025 financial year.

**7. Resolution concerning the remuneration policy**

**a) Proposed resolutions**

The Supervisory Board proposes the adoption of the remuneration policy defining the principles of remuneration for the members of the Management Board, as made available on the Company's website ([www.strabag.com](http://www.strabag.com)) in preparation for the Annual General Meeting.

The Supervisory Board further proposes the adoption of the remuneration policy defining the principles of remuneration for the members of the Supervisory Board, as made available on the Company's website ([www.strabag.com](http://www.strabag.com)) in preparation for the Annual General Meeting.

**b) Rationale**

The current remuneration policy for the Management Board and the current remuneration policy for the Supervisory Board are to be amended and must therefore be submitted to the Annual General Meeting for approval.

**8. Resolution concerning amendments to the Articles of Association**

Amendments to § 4 “Share Capital and Shares”, § 9 “Supervisory Board – Members”, § 12 “Supervisory Board – Quorum, Resolutions”, § 13 “Supervisory Board – Duties”, § 15 “Supervisory Board – Committees”, § 17 “General Meeting – Attendance”, § 18 “General Meeting – Voting Rights, Resolutions”, § 20 “General Meeting and Scope of Action”, § 21 “Financial Statements, Dividend” of the Articles of Association

**a) Proposed resolution**

The Supervisory Board proposes the adoption of the amendments to the Articles of Association in accordance with the text of the Articles of Association that, pursuant to § 108 (4) of the Austrian Stock Corporation Act (AktG), was made available to shareholders on the Company’s website ([www.strabag.com](http://www.strabag.com)) in preparation for the Annual General Meeting. The proposed amendments to the Articles of Association are set out therein.

**b) Rationale**

The Supervisory Board considers the amendments to the Articles of Association, as explained under the individual items, to be necessary and appropriate:

In **§ 4 (7) of the Articles of Association**, the statutory option is to be exercised and an additional threshold of 3% pursuant to § 130 (1) Austrian Stock Exchange Act 2018 (BörseG 2018) is to be introduced for the notification of shareholdings. This will enhance transparency regarding the shareholder structure.

Pursuant to **§ 9 (4) of the Articles of Association**, the General Meeting is to be granted the possibility – as in regular Supervisory Board elections – to determine

the term of office of a Supervisory Board member also in the case of replacement elections.

**§ 12 (6) of the Articles of Association** previously stipulated a fixed period of one week within which an objection to a circular resolution could be raised. Circular resolutions should be capable of being adopted more flexibly, including within shorter timeframes, and therefore the provision governing the time limit and form of objection is to be deleted from the Articles of Association.

The amendment to **§ 17 (2) of the Articles of Association** permits, in line with statutory provisions, that the convening notice may specify a later date (and thus a longer period) for the submission of deposit confirmations by shareholders for participation in the General Meeting.

**§ 18 (3) of the Articles of Association** currently requires, for resolutions of the General Meeting where the SE Regulation, statutory law or the Articles of Association prescribe a majority greater than a simple majority, a three-quarters majority of the votes cast; where an even higher majority is required, such higher majority as provided by law shall apply.

Articles of association of Austrian issuers typically provide for a more flexible approach and make use of the statutory option – for example for amendments to the Articles of Association or capital increases with subscription rights – to adopt resolutions with a lower majority. The amendments to § 18 (3) of the Articles of Association are intended to make use of these statutory options and reduce majority requirements.

Compared with the previous provision, the new provision provides that, for amendments to the Articles of Association, the majority requirement under the SE Regulation of two-thirds of the votes cast (Article 59 SE Regulation) shall apply. This also applies to ordinary capital increases, as these also entail an amendment to the Articles of Association. Amendments to the Object of the Company and to provisions governing the removal of elected Supervisory Board members are excluded. Under the new provision of the Articles of Association, financing instruments pursuant to § 174 AktG may be resolved by a simple majority.

**In § 13 (3), § 15 (1), § 20 (1) and § 21 (1) and (2) of the Articles of Association,** the obligations introduced and amended by the Sustainability Reporting Act (NaBeG, Federal Law Gazette I No. 6/2026) in connection with sustainability reporting and the obligation to submit other documents and reports required by law are to be taken into account.

Vienna, May 2026

The Supervisory Board