

STRABAG SE
Villach, FN 88983 h

**Proposed Resolutions of the Supervisory Board for the
21st Annual General Meeting
13 June 2025**

- 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 2024 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 2024 financial year show a balance sheet profit in the amount of € 295,554,955.00.

The Supervisory Board proposes, for approval by the Annual General Meeting, a dividend in the amount of € 2.50 per (dividend-bearing) no-par share for the 2024 financial year.

The remainder shall be carried forward to new account.

The dividend payment date is 24 June 2025; the ex-dividend date is 18 June 2025.

- 3. Resolution concerning the approval of the actions of the members of the Management Board for the 2024 financial year**

The Supervisory Board proposes to approve the actions of the members of the Management Board who held the position in the 2024 financial year for this period.

4. Resolution concerning the approval of the actions of the members of the Supervisory Board for the 2024 financial year

The Supervisory Board proposes to approve the actions of the members of the Supervisory Board who held the position in the 2024 financial year for this period.

5. Appointment of the auditor for the single-entity and consolidated financial statements and for the consolidated sustainability reporting for the 2025 financial year

a) Proposal for the appointment of the auditor for the single-entity and consolidated financial statements

The Supervisory Board proposes the appointment of PwC Wirtschaftsprüfung GmbH, Vienna, to serve as the auditor for the single-entity and consolidated financial statements of STRABAG SE for the 2025 financial year.

b) Proposal for the appointment of the auditor for the consolidated sustainability reporting

The Supervisory Board proposes to appoint PwC Wirtschaftsprüfung GmbH, Vienna, to serve as the auditor for the consolidated sustainability reporting of STRABAG SE for the 2025 financial year, provided that legal requirements mandate an audit of the consolidated sustainability reporting by an external auditor.

The Corporate Sustainability Reporting Directive (Directive (EU) 2022/2464) or, abbreviated, “CSRD”) requires that the consolidated sustainability reporting of listed companies is audited by an external auditor. The Austrian legislator had not yet transposed this Directive into national law by the date of this proposed resolution. The (proposed) appointment of an auditor facilitates the execution of an audit for the 2025 financial year, should this be required upon implementation of the CSRD into law, thereby eliminating the necessity of a further Extraordinary General Meeting to appoint an auditor for the consolidated sustainability reporting for the 2025 financial year.

6. Resolution concerning the remuneration report for the Management Board and the Supervisory Board for the 2024 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, detailing the remuneration granted or owed to the current and former members of the Management Board and the Supervisory Board for the 2024 financial year.

7. Elections to the Supervisory Board

Pursuant to Article 9 (1) of the Articles of Association, the Supervisory Board consists of a maximum of six members elected by the General Meeting or delegated by shareholders, and of the members delegated pursuant to the Austrian Labour Constitution Act (ArbVG). The Supervisory Board currently is currently composed of four members elected by the General Meeting and one member delegated by the shareholders for a total of five members (shareholder representatives), in addition to those members designated pursuant to the Labour Constitution Act.

The number of Supervisory Board members elected by the Annual General Meeting is to be increased within the limits set out in the Articles of Association. Therefore, before Supervisory Board members are elected, a vote on increasing the number of elected Supervisory Board members must be held pursuant to Section 87 (1) of the Austrian Stock Corporation Act (AktG).

The following candidate nomination for election to the Supervisory Board is based on a recommendation by the Presidential and Nomination Committee. The recommendation was issued on the basis of the requirements of the Austrian Corporate Governance Code and taking into account Section 87 (2a) AktG. The company is not subject to the scope of application of Section 86 (7) AktG. Three of the shareholder representatives on the Supervisory Board are women and two are men; of the employee representatives, three are men and one is a woman. Accordingly, even if Section 86 (7) AktG were applicable, the minimum quota requirement would have been satisfied to date and would continue to be satisfied if the candidate nominated for election to the Supervisory Board were accepted.

The Supervisory Board proposes:

- a) that the number of Supervisory Board members elected by the Annual General Meeting be increased from four to five members within the limits set out in the Articles of Association, and
- b) that Mr. Sebastian Haselsteiner, born on 5 June 1979, be elected to the Supervisory Board of STRABAG SE with effect from the end of today's Annual General Meeting until the end of the Annual General Meeting that votes on the approval of the actions of the Supervisory Board for the 2028 financial year.

Mr. Sebastian Haselsteiner has submitted a declaration pursuant to Section 87 (2) AktG, which is available on the company's website.

8. Resolution to authorise the Management Board

- a) **to acquire own shares, pursuant to Section 65 (1) no. 8 as well as subsections 1a and 1b AktG, on the stock exchange, by public tender or in any other manner, to the extent of up to 10% of the share capital, also under exclusion of any proportionate selling rights that may accompany such an acquisition (reverse exclusion of subscription rights),**
- b) **to reduce the share capital by cancellation of own shares acquired without a further resolution by the General Meeting,**
and
- c) **to sell or assign own shares pursuant to Section 65 (1b) AktG in a manner other than on the stock market or through public tender**

The Supervisory Board proposes adoption of the following resolution, with each of the individual items to be voted on separately:

- (1) The authorisation of the Management Board granted at the 20th Annual General Meeting on 14 June 2024 to acquire own shares shall be cancelled to the extent not utilised and the Management Board shall be authorised simultaneously, pursuant to Section 65 (1) no. 8 as well as subsections 1a and 1b AktG, to acquire no-par value bearer or registered shares of the company on the stock exchange, by public tender or in any other manner to the extent of up to 10% of

the share capital during a period of 30 months from the date of this resolution at a minimum price of EUR 1.00 per share (= calculated value of one share in proportion to the share capital) and a maximum price of no more than 5% above the volume-weighted average closing price of the shares on the Vienna Stock Exchange over the last three months preceding the agreement for the respective acquisition or preceding the date of submission of an offer by the company. In the event of a public offer, the reference date for the end of this period shall be the day preceding the day on which the intention to launch a public offer has been announced (Section 5 (2) and (3) of the Austrian Takeover Act (ÜbG)). The Management Board is authorised to determine the repurchase conditions. The purpose of the acquisition must not be to trade with own shares. This authorisation may be exercised in full or in part or in several partial amounts, and in pursuit of one or several purposes by the company, by a subsidiary (Section 189a no. 7 of the Austrian Commercial Code (UGB)) or by third parties acting on behalf of the company. The authorisation may be exercised once or several times. The authorisation shall be exercised by the Management Board in such a way that the proportion of the share capital associated with the shares acquired by the company on the basis of this authorisation or otherwise may not exceed 10% of the share capital at any time.

An acquisition may be decided by the Management Board; the Supervisory Board must be subsequently informed of this decision.

- (2) The Management Board shall be authorised, with regard to the acquisition of no-par value bearer or registered shares of the company in accordance with resolution item 1, to exclude the shareholders' proportionate selling rights that may accompany such an acquisition (reverse exclusion of subscription rights). An acquisition with exclusion of the proportionate selling rights (reverse exclusion of subscription rights) is subject to the prior approval of the Supervisory Board.
- (3) The authorisation of the Management Board granted at the 20th Annual General Meeting on 14 June 2024 to withdraw own shares shall be cancelled to the extent not utilised and the Management Board shall be authorised to withdraw, with the approval of the Supervisory Board, all or part of the own shares acquired by the company without a further resolution by the General Meeting.
- (4) The authorisation of the Management Board granted at the 20th Annual General

Meeting on 14 June 2024 to sell own shares shall be cancelled to the extent not utilised and the Management Board shall be authorised simultaneously, for a period of five years from this resolution, to sell or assign its own shares, with the approval of the Supervisory Board, pursuant to Section 65 (1b) AktG in a manner other than on the stock market or through public tender, to decide on any exclusion of the shareholders' buyback rights (subscription rights), and to determine the conditions of sale. This authorisation may be exercised once or several times, in full or in part or in several partial amounts, and in pursuit of one or several purposes by the company, by a subsidiary (Section 189a no. 7 (UGB)) or by third parties acting on behalf of the company.

By way of further justification for and explanation of the proposed resolution on item 8 of the agenda, please also refer to the report of the Management Board on the authorisation of the Management Board to exclude the shareholders' proportionate selling rights (reverse exclusion of subscription rights) when acquiring own shares and on the authorisation of the Management Board to exclude the shareholders' buyback rights (subscription rights) when selling own shares (Section 65 (1b) AktG in conjunction with Section 153 (4) AktG).

Vienna, May 2025

The Supervisory Board