

STRABAG SE
Villach, FN 88983 h

**Proposed Resolutions of the Management 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 Management 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 Management 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 Management 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 resolution regarding this agenda item is to be proposed exclusively by the Supervisory Board.

6. Resolution concerning the remuneration report for the Management Board and the Supervisory Board for the 2024 financial year

The Management 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

A resolution regarding this agenda item is to be proposed exclusively by the Supervisory Board.

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 of the Austrian Stock Corporation Act (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 Management 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 Management Board

