



EQS-Ad-hoc: STRABAG SE / Key word(s): Corporate Action

STRABAG SE: Proposed capital measures to reduce the ownership interest of MKAO Rasperia Trading Limited

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STRABAG SE – proposed capital measures to reduce the ownership interest of MKAO Rasperia Trading Limited

- **Combination of capital adjustment and capital reduction for purposes of a conditional distribution to shareholders**
- **Shareholder options: distribution in cash or in the form of new shares based on a non-cash capital increase**
- **Frozen shares held by MKAO Rasperia Trading Limited to be reduced to below 25% (blocking minority)**
- **Austrian core shareholders support these measures and commit to exercise of the share-based option**
- **Capital measures are subject to various conditions, and a non-cash capital increase as well as a cash distribution cannot be implemented until Q1/2024 subject to satisfaction of the applicable conditions**

The Management Board of STRABAG SE ("Company") will propose to the 19th Annual General Meeting on 16/06/2023 the adoption of a resolution concerning a conditional distribution following a capital adjustment/capital reduction with an option for shareholders to receive new shares based on a non-cash capital increase. The Supervisory Board of the Company will also resolve on resolution proposals for the Annual General Meeting.

The objective of these measures is to reduce MKAO Rasperia Trading Limited's frozen stake in the Company from its current level of 27.8% to below 25%. This is intended to reduce risks and detrimental effects on the Company's business activities related to sanctions imposed on Oleg Deripaska (USA, Canada, Australia, EU), who controls MKAO Rasperia Trading Limited.

These measures are to be implemented in several steps to be approved by the Annual General Meeting. As a preparatory step, a capital adjustment will be implemented by converting Company funds comprising committed reserves in the amount of EUR 1,900,000,000.00 into share capital (without issuing shares). Share capital increased in this manner will then be reduced by means of an ordinary capital reduction (§§ 175 et seq. of the Austrian Stock Corporation Act (AktG)) in the amount of EUR 996,620,004.30, which will be transferred to free reserves. The remaining sum of EUR 903,379,995.70 from the capital adjustment will then be used to implement a capital reduction for purposes of making a conditional distribution to shareholders.

The distribution amount will be EUR 9.05 per no-par value share entitled to distribution and will be paid in cash or, at the option of each shareholder (with the exception of the sanctioned MKAO Rasperia Trading Limited), in new Company shares to be issued by means of a non-cash capital increase (§ 150 et seq. AktG). Only those shareholders who elect to receive a distribution from the capital reduction in the form of shares will participate in the non-cash capital increase by contributing their distribution entitlements to carry out the non-cash capital increase for which they will then receive new Company shares.

The option of receiving a distribution in new Company shares will not be available with regard to the 28,500,001 Company shares held by MKAO Rasperia Trading Limited that are frozen as a result of EU sanctions imposed on Oleg Deripaska. However, due to sanctions-related restrictions, the Company will also retain and not distribute the amount relating to those shares.

The subscription ratio for the non-cash capital increase will be set at 1:4 (1 new share for 4 existing shares), and the subscription price per new share will be set at EUR 36.20. The non-cash contribution to be made for the receipt of new shares thus comprises 4 distribution rights in the total nominal amount of EUR 36.20. The proposed subscription price and the subscription ratio have been established based on a business value of the Company as determined by an expert business valuation as at the valuation date of the Annual General Meeting.

A subscription offer to the shareholders to elect a distribution in the form of shares will be published following the Annual General Meeting and registration of the resolution by the Annual General Meeting approving the non-cash capital increase (§ 151 AktG) with the commercial register and is expected to be submitted to the shareholders in August/September 2023.

The Austrian core shareholders, who together hold approx. 57.78% of the share capital, support these measures and have committed themselves contractually to elect for a distribution in the form of new shares.

A six-month waiting period following the registration of the capital reduction with the commercial register must be observed with regard to the distribution from the capital reduction and thus for the implementation of the non-cash capital increase to issue new shares. According to the proposed resolution, implementation of the non-cash capital increase must be registered with the commercial register no later than 31/03/2024 (§ 156 AktG).

Provided that all other conditions are met, the non-cash capital increase is not expected to be completed (implemented) until the first quarter of 2024. Only then a cash payment of the distribution, or distribution in the form of new shares, may be made at that same time. The Company will provide details concerning the modalities of payment in a separate communication.

However, it is possible that the measures can still fail and will not be implemented. Neither a distribution in cash nor in form of shares shall be made if any of the applicable conditions are not satisfied at all or not on a timely basis. If the non-cash capital increase fails, there will likewise be no cash distribution to shareholders from the capital reduction.

The ordinary dividend distribution of EUR 2.00 per share for the 2022 financial year is independent of the proposed measures and will be made subject to a resolution of the Annual General Meeting on 27/06/2023 (dividend payment date).

The Company will publish a document (prospectus exemption document) on the Company's website pursuant to Article 1(4)(h) and (5)(g) of the EU Prospectus Regulation (Regulation (EU) 2017/1129) in conjunction with § 13(6) of the Austrian Capital Market Act (KMG) and § 4 of the Austrian Minimum Content, Publication and Language Regulation (MVSV) 2019 concurrent with the publication of a subscription offer to the shareholders intended to be made following

the Annual General Meeting and registration of the resolution upon the non-cash capital increase (§ 151 AktG) with in the commercial register.

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End of Inside Information

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