EQS-Ad-hoc: STRABAG SE / Key word(s): Offer/Share Buyback
Core shareholders of STRABAG SE agree on new syndicate, will make mandatory offer with company participation

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- **Core shareholders Haselsteiner Familien-Privatstiftung, Raiffeisen and UNIQA conclude new syndicate agreement and will make mandatory offer for outstanding shares**
- **Offer of EUR 38,94 per STRABAG share**
- **STRABAG SE agrees to acquire, as own shares, shares included in the mandatory offer up to 10 % of the share capital**

Haselsteiner Familien-Privatstiftung, Dr. Hans Peter Haselsteiner and Klemens Haselsteiner, RAIFFEISEN-HOLDING NIEDERÖSTERREICH-WIEN registrierte Genossenschaft mit beschränkter Haftung and group company as well as UNIQA Insurance Group AG and group companies, have concluded a new syndicate agreement to continue the existing core shareholder syndicate for STRABAG SE.

The Management Board of STRABAG SE welcomes the continuation of the core shareholder group, which supports the company's successful strategic orientation and growth.

Mandatory offer by core shareholders

Haselsteiner Familien-Privatstiftung, RAIFFEISEN-HOLDING NIEDERÖSTERREICH-WIEN registrierte Genossenschaft mit beschränkter Haftung and UNIQA Österreich Versicherungen AG on 18 August 2022 informed STRABAG SE of their intention, as bidders, to make a mandatory (anticipatory) public offer pursuant to Section 22 et seq of the Austrian Takeover Act (ÜbG) for the acquisition of all outstanding no-par value bearer shares of STRABAG SE (ISIN AT0000STR1) not held by the bidders or by legal entities acting in concert with the bidders, with an offer price of EUR 38,94 per STRABAG share (hereinafter referred to as the "offer"). The offer price corresponds to the average stock exchange price of the STRABAG share weighted according to the respective trading volumes during the last six months up to and including 17.8.2022 (statutory minimum price pursuant to Section 26 Para 1 ÜbG).

Due to the EU sanction regime (Regulation (EU) No 269/2014 and Implementing Regulation (EU) No 2022/581), the offer is not made for the 28,500,001 STRABAG shares held by MKAO Rasperia Trading Limited ("Rasperia") (indirectly controlled by Oleg Deripaska). This includes the no-par value registered share (Registered Share No 2). The offer is subject to the following resolutory condition: If, in the event that the EU sanctions are lifted or the sanctions authority grants Rasperia an exemption, Rasperia becomes entitled to exercise control over the STRABAG shares it holds during the term of the offer (including the additional acceptance period), the offer shall lapse as a result, so that neither the offer nor any declarations of acceptance made by shareholders up to that point will have any legal effect. In this case, the syndicate agreement will also not become effective.

Due to this resolutory condition, with conditional period until the end of the statutory three-month additional acceptance period of the offer, the settlement of the offer pursuant to Section 25b Para 2 ÜbG shall only take place within ten trading days after the end of the additional acceptance period of the offer.

The bidders currently hold (together with the legal entities acting in concert with the bidders) a total of 57,281,132 ordinary shares, corresponding to approximately 57.87 % of the share capital of STRABAG SE. The offer is therefore intended to acquire up to 14,818,867 shares, corresponding to approximately 14.44 % of the share capital of STRABAG.

The bidders (together with legal entities acting in conjunction) are currently limited to exercising only 26 % of all voting rights. Due to the sanctions against Rasperia, the bidders obtained passive control. Once the offer has been executed, this voting right restriction on the bidders (together with legal entities acting in conjunction) will no longer apply (Section 22b Para 2ÜbG). The offer is also made in order to remove the limitation of voting rights pursuant to.

The offer is to be published in accordance with the statutory deadlines following non-prohibition by the Takeover Commission. There is no minimum acceptance threshold for the offer. The effectiveness of the syndicate agreement and the execution of the offer are conditional upon the approval of the Hungarian and any other competition authorities.

Agreement on the acquisition of own shares by STRABAG SE

STRABAG SE has agreed with the bidders to acquire, as own shares, up to 10,260,000 of the shares included in the offer, representing up to 10 % of the share capital, at the same price as the offer price (EUR 38,94). The bidders will acquire these shares in the course of the offer in trust for STRABAG SE.

This agreement is based on the resolution adopted by the General Meeting on 24 June 2022 authorising the Management Board to buy back own shares.

The relevant conditions under the Austrian Publication Regulation (Veröffentlichungsverordnung) 2018 are:

Date of the resolution by the General Meeting authorising the purchase of own shares pursuant to Section 65 Para 1 No 8 of the Austrian Stock Corporation Act (AktG):	24 June 2022
Date and publication of the resolution:	24 June 2022 via an information dissemination system pursuant to Section 118 Para 1 No 9 in connection with Section 118 Para 1 No 22 and Section 119 Para 9 of the Austrian Stock Exchange Act (BörseG) 2018 in connection with Section 2 of the Disclosure and Reporting Regulation (Verbreitungs- und Meldeverordnung) 2018
Expected date of buyback:	On or around the settlement date of the offer by Haselsteiner Familien-Privatstiftung, RAIFFEISEN-HOLDING

	NIEDERÖSTERREICH-WIEN registrierte Genossenschaft m.b.H. and UNIQA Österreich Versicherungen AG (the "bidders") after expiry of the three-month additional acceptance period
Stock class:	Ordinary shares (ISIN AT000000STR1).
Volume:	Up to 10,260,000 shares, corresponding to up to 10 % of the share capital of the company.
Purchase price:	EUR 38,94, corresponding to the offer price of the bidders' offer
Type of buyback:	Over-the-counter acquisition of shares included in the offer by the bidders
Purpose:	Purpose-free acquisition in accordance with the resolution passed by company's General Meeting authorising the Management Board to buy back own shares (Section 65 Para 1 No 8 AktG)
Impact on stock exchange listing of STRABAG shares:	None. It is pointed out that in case of a high acceptance rate of the bidders' mandatory bid, the minimum free float required for an admission of the shares to official trading (Sections 38 et seq BörseG) might not be met.

Notice pursuant to Section 5 Para 4 of the Austrian Publication Regulation (Veröffentlichungsverordnung) 2018: Details to be published pursuant to Section 7 of the Publication Regulation 2018 regarding transactions carried out in the context of this buyback as well as any amendments to terms and conditions to be published pursuant to Section 6 of the Publication Regulation 2018 shall be published on the website of STRABAG SE at https://www.strabag.com.

Pursuant to Section 9 of the Publication Regulation 2018, this publication supersedes the publication pursuant to Section 4 Para 2 of the Publication Regulation 2018.

***STRABAG SE** is a European-based technology partner for construction services, a leader in innovation and financial strength. Our services span all areas of the construction industry and cover the entire construction value chain. We create added value for our clients by our specialised entities integrating the most diverse services and assuming responsibility for them. We bring together people, materials and machinery at the right place and at the right time in order to realise even complex construction projects – on schedule, of the highest quality and at the best price. The hard work and dedication of our more than 74,000 employees allow us to generate an annual output volume of around € 16 billion. At the same time, a dense network of numerous subsidiaries in many European countries and on other continents is helping to expand our area of operation far beyond the borders of Austria and Germany. More information is available at www.strabag.com.*

IMPORTANT INFORMATION

This publication is not a public offer for the acquisition of STRABAG shares by the company and does not create any obligation on the part of the company or any of its subsidiaries to buy (back) any STRABAG shares.

This publication by STRABAG SE is made in connection with the published mandatory bid (Section 22 et seq of the Austrian Takeover Act) by Haselsteiner Familien-Privatstiftung, RAIFFEISEN-HOLDING NIEDERÖSTERREICH-WIEN registrierte Genossenschaft mit beschränkter Haftung and UNIQA Österreich Versicherungen AG for shares in STRABAG SE (takeover bid). The publication is for information purposes only and does not constitute a solicitation or recommendation to buy or sell or an offer to buy or sell any securities of STRABAG SE. The terms and conditions and other provisions relating to the takeover offer will be contained in the offer documents to be published by Haselsteiner Familien-Privatstiftung, RAIFFEISEN-HOLDING NIEDERÖSTERREICH-WIEN registrierte Genossenschaft mit beschränkter Haftung and UNIQA Österreich Versicherungen AG. The content of the offer documents and the statements to be made by the Management Board and Supervisory Board of STRABAG SE in this regard are authoritative and investors and holders of shares in STRABAG SE are expressly recommended to examine them.

Insofar as this communication contains forward-looking statements concerning STRABAG SE, these do not represent facts and are identified by words such as "will", "believes", "expects", "predicts", "intends", "projects", "plans", "estimates", "aims", "foresees", "anticipates", "targets", and similar expressions. These statements express intentions, views or current expectations and assumptions of STRABAG SE. The forward-looking statements are based on current plans, estimates and forecasts, but make no statement about their future accuracy. Forward-looking statements are subject to risks and uncertainties that are difficult to predict and are usually beyond STRABAG SE's control. It should be noted that actual events or developments may differ materially from those contained or expressed in the forward-looking statements.

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