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Acquisition and/or disposal of own shares according to article 82 section 9 BörseG

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Authorization of the Management Board to acquire treasury shares, revocation of the existing Management Board's authorization to sell treasury shares, combined with the new authorization of the Management Board to sell treasury shares as well as the cancellation of treasury shares and the resolution on the sale of treasury shares

The 136th Annual General Meeting of PORR AG, 1100 Vienna, Absberggasse 47, held on 24 May 2016, passed the following resolution on agenda item 6:

The Management Board is authorized by the General Meeting for a period of 30 months from the date of resolution in accordance with section 65 para 1 no 4 and no 8 as well as para 1a and para 1b Stock Corporation Act to acquire treasury shares of the Company to the extent permitted by law of 10% of the share capital, including already acquired shares. The consideration at time of repurchase must not be lower than EUR 1.00 and not be higher than a maximum of 10% above the average unweighted closing price of the repurchase of the ten trading days preceding the repurchase. The shares may be purchased via the stock exchange or a public offer or other beneficial means permitted by law, in particular also over the counter, or by means of a negotiated purchase from individual shareholders intending to sell their shares and also excluding the proportional right of disposal of shareholders which may arise in the context of such acquisition (exclusion of reverse subscription right). The Management Board is further authorized to determine the respective repurchase conditions, whereupon the Management Board is required to publish the Management Board's resolution and the share repurchase program based thereon, including its duration in accordance with the applicable legal requirements. This authorization may be performed in full or in part or in several tranches and for one or several purposes by the Company, by a subsidiary (section 189a Commercial Code) or by third parties for account of the Company. Trading in treasury shares as the purpose of the acquisition is excluded.

The authorization of the Management Board by the resolution of the Annual General Meeting held on 11 July 2013 to dispose of treasury shares by other means than via the stock exchange or a public offer and to exclude the general right of shareholders to purchase (exclusion of subscription rights) for a term of five years from the date of the resolution, is revoked and replaced by the following authorization:

The Management Board is authorized for a period of 5 years from the date of this resolution, with the consent of the Supervisory Board to use or to dispose of treasury shares, including by other means than via the stock exchange or a public offer. This authorization may be performed in full or in part or in several tranches and for one or several purposes. The shareholders' pro-rata right to purchase shares in the event of a disposal of treasury shares by other means than via the stock exchange or a public offer is excluded (exclusion of subscription rights).

The Management Board is authorized, with the consent of the Supervisory Board to cancel treasury shares without any further resolution of the General Meeting. The Supervisory Board is authorized to resolve on amendments to the articles of association which result from the cancellation of treasury shares.

The Management Board decided on 24 May 2016 to make use of this authorization and to dispose of treasury shares which are currently held by the Company (directly or indirectly) by way of reinvestment of extraordinary dividends in dividend shares to the following conditions to existing shareholders of PORR AG. By resolution of 24 May 2016 the Supervisory Board of PORR AG has

granted its approval to the disposal of treasury shares by way of reinvestment of extraordinary dividends which was proposed by the Management Board:

1. The date of the resolution of the Annual General Meeting was 24 May 2016.
2. The publication of the authorization resolution of the Annual General Meeting according to section 82 para 8 and 9 Stock Exchange Act takes place on 24 May 2016.
3. Beginning and expected duration of the transfer: the transfer will take place presumably on 21 June 2016.
4. Type of shares, referred to by the disposal: no-par value bearer shares of PORR AG (ISIN AT0000609607).
5. It is intended to sell a volume of up to 595,412 no-par value bearer shares - this corresponds to approximately 2% of the current share capital - by other means than via the stock exchange or a public offer by excluding subscription rights. The specific number of shares which will be sold as part of the transfer depends on the extent of the exercise of the rights (ISIN AT0000A1L6V3) for the reinvestment of the extraordinary dividend in dividend shares by the Company's shareholders. The share capital of the Company amounts to EUR 29,095,000.00. It is divided into 29,095,000 no par-value bearer shares with a notional amount of EUR 1.00 per share.
6. Highest and lowest consideration per share to be achieved: the consideration results from the reinvestment price per dividend share which is to be calculated from the subscription ratio (numerator of the subscription ratio multiplied with EUR 0.50); the subscription ratio will be determined immediately after the end of the subscription period, namely by reference to the reference price, divided by EUR 0.50, and rounded down to the next whole number; the reference price corresponds to or is slightly below the volume-weighted average share price of the PORR shares in Euro in the XETRA trading system on the Vienna Stock Exchange on the trading day prior to the day of determination of the reinvestment price.
7. Nature and purpose of the disposal of treasury shares: over-the-counter transfer to shareholders of PORR AG by way of reinvestment in dividend shares of PORR AG. With respect to the amount of EUR 0.50 per share entitled to a dividend, shareholders will have the option to choose, subject to a sufficient number of shares being held, to receive this extraordinary dividend by way of reinvestment in dividend shares of PORR AG (Scrip Dividend)
8. Any impact of the transfer on the listing of shares: none.
9. The Company has currently no stock option program.
10. Changes to the already published facts of transactions which are carried out as part of the disposal will be exclusively published on the Company's website under www.porr-group.com under the heading "Investor Relations", in particular under www.porr-group.com/scripdividend_en.

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