

Translation from German

PORR AG

Vienna, FN 34853 f

**Proposals for resolutions of the Board of Management and the Supervisory Board for
the
134th ordinary shareholders' meeting
on 22 May 2014**

- 1. Presentation of the annual financial statements including the management report, the corporate governance report, the consolidated financial statements including the group management report, the proposal for appropriation of the profit and the report made by the Supervisory Board for the financial year 2013**

No resolution on this item of the agenda is required.

- 2. Resolution on appropriation of the net profit**

The annual financial statements as at 31 December 2013 state a net profit of EUR 12,134,455.22. The Board of Management and the Supervisory Board propose that the net profit of PORR AG stated in the annual financial statements as at 31 December 2013 be appropriated as follows: distribution of a dividend of EUR 1 for each share entitled to a dividend and of a profit share of EUR 4 for each capital share certificate, with the residual amount to be carried forward.

- 3. Resolution on approval of the actions of the members of the Board of Management for the financial year 2013**

The Board of Management and the Supervisory Board propose that the actions of the members of the Board of Management who acted in financial 2013 be approved for that period.

4. Resolution on approval of the actions of the Supervisory Board members for the financial year 2013

The Board of Management and the Supervisory Board propose that the actions of the members of the Supervisory Board who acted in the financial year 2013 be approved for that period.

5. Election of the auditor and group auditor for the financial year 2014

Following a recommendation of the audit committee, the Supervisory Board proposes that BDO Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, 1010 Vienna, Kohlmarkt 8-10, be elected auditors and group auditors for financial 2014.

6. Election of new Supervisory Board members

At the end of the upcoming ordinary shareholders' meeting the term of office of all members of the Supervisory Board elected by the shareholders' meeting will expire.

Pursuant to Article 9 (1) of PORR AG's Articles of Association the Supervisory Board shall consist of at least three and not more than twelve members elected by the shareholders' meeting.

Currently, i.e. since the last election by the shareholders' meeting, the Supervisory Board has consisted of ten members elected by the shareholders' meeting. (Plus the members delegated in accordance with the Austrian Federal Law on Labour Relations [*Arbeitsverfassungsgesetz/ArbVG*].)

At the coming shareholders' meeting ten members would have to be elected to reach the previous number of members again.

The Supervisory Board proposes that all ten vacancies be filled so that, after the election at the shareholders' meeting of 22 May 2014, the Supervisory Board will again consist of ten members elected by the shareholders' meeting.

The following proposals for the election of Supervisory Board members have been made on the basis of the requirements of Section 87 (2a) of the Austrian Joint Stock Companies Act [*Aktiengesetz/AktG*].

The Supervisory Board proposes that Ms. Iris Ortner, born on 31 August 1974, Ms. Susanne Weiss, born on 15 April 1961, and Messrs. Karl Pistotnik, born on 12 August 1944, Klaus Ortner, born on 26 June 1944, Michael Diederich, born on 28 August 1965,

Nematollah Farrokhnia, born on 8 August 1946, Robert Grüneis, born on 22 May 1968, Walter Knirsch, born on 8 February 1945, Bernhard Vanas, born on 10 July 1954, Thomas Winischhofer, born on 26 May 1970, be elected members of the Supervisory Board with effect from the end of the shareholders' meeting in accordance with Article 9 (2) of the Articles of Association and Section 87 (7) *AktG* until the end of the shareholders' meeting that resolves on approval of the actions in respect of the fourth financial year after the election; for that purpose the current financial year shall not be counted. If the current balance sheet date of 31 December is maintained, the term of office of the Supervisory Board member to be elected will expire at the end of the shareholders' meeting that resolves on approval of the actions in respect of financial 2018.

It is planned to vote separately on each vacancy to be filled (ten positions) at the upcoming shareholders' meeting.

Ranking the persons proposed for the specific positions is reserved.

Each of the persons proposed must make a statement pursuant to Section 87 (2) *AktG*, which will also be available at the company's website, in particular to the effect that

1. all circumstances in connection with Section 87 (2) *AktG* were disclosed and that in the proposed person's judgement there are no circumstances that could cast doubt on his/her impartiality,
2. the person proposed has not been convicted in a non-appealable manner for an offence punishable by court, in particular an offence that affects his/her job-related conduct/reliability as defined in the third sentence of Section 87 (2a) *AktG*, and
3. no impediments to his/her appointment as defined in Section 86 (2) and (4) *AktG* exist.

In making its proposal the Supervisory Board has adequately considered the skills and personal qualifications of the members as well as a balanced composition of the Board with regard to the members' job qualifications, including aspects of the Supervisory Board's diversity in terms of age, gender and nationality of its members.

Regarding the election the shareholders' meeting will be bound by the election proposals as explained hereinafter. Proposals for election of Supervisory Board members, including the statements as defined in Section 87 (2) *AktG* of every person proposed, must be made available on the company's website by 15 May 2014; otherwise the person concerned shall not be allowed to stand for election. The same applies to election proposals made by shareholders as defined in Section 110 *AktG*, which must be received by the company in

writing by 13 May 2014; for more details and the prerequisites for such election proposals to be taken into consideration please refer to the "Information on the shareholders' rights as defined in Sections 109, 110, 118 and 119 *AktG*/Resolution proposals of shareholders as defined in Section 110 *AktG*".

Vienna, April 2014

The Board of Management

The Supervisory Board