

English translation of original German version for convenience only.

PORR AG

Vienna, FN 34853 f

**Proposals for resolutions of the Board of Management and the Supervisory Board for
the
135th ordinary shareholders' meeting
on 3 June 2015**

- 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 2014**

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 2014 state a net profit of EUR 21.842.327,31. 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 2014 be appropriated as follows: distribution of a dividend of EUR 1,50 for each share entitled to a dividend, 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 2014**

The Board of Management and the Supervisory Board propose that the actions of the members of the Board of Management who acted in financial 2014 be approved for that period.

4. Resolution on approval of the actions of the Supervisory Board members for the financial year 2014

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 2014 be approved for that period.

5. Election of the auditor and group auditor for the financial year 2015

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 2015.

6. Election to the Supervisory Board

Dipl.-Ing. Nematollah Farrokhnia has given notice of his withdrawal with effect at the end of the ordinary shareholders` meeting on 3 June 2015. Pursuant to Section 9 para1 of the Articles of Association of the PORR AG the Supervisory Board shall consist of at least three and not more than twelve members elected by the shareholders' meeting.

Since the last election by the shareholders' meeting, the Supervisory Board consists of ten members elected by the shareholders' meeting. (Plus the members delegated in accordance with the Austrian Federal Law on Labour Relations [Arbeitsverfassungsgesetz/ArbVG].)

Due to the withdrawal of one member of the Supervisory Board, it would be necessary to elect one member in the upcoming shareholders`meeting in order to reach the previous number of members. The Supervisory Board proposes to fill this vacancy so that the Supervisory Board consists again of ten members elected by the shareholders`meeting after the election in the shareholders`meeting on 3 June 2015.

The Supervisory Board leaves the proposals made by shareholders as defined in Section 110 *AktG* to the shareholders disposition, which must be received by the company in writing by 22 May 2015; for more details and requirements 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*". Proposals for the election of the Supervisory Board members, including the statements as defined in Section 87 para 2 *AktG* of every person

proposed, must be made available on the company's website by 27 May 2015; otherwise the person concerned is not permitted for the election.

The Board of Management

The Supervisory Board