

*English translation of original German version for convenience only.*

**PORR AG**  
**FN 34853 f**  
**Ordinary shares ISIN AT0000609607**  
**Invitation to a shareholders' meeting**

This is to invite our shareholders to the  
135<sup>th</sup> ordinary shareholders' meeting of PORR AG to be held  
on Wednesday, 3 June 2015, at 11 a.m. (CET)  
in 1120 Vienna, Am Euro-Platz 2, EURO-PLAZA, Building G.

**Agenda**

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
2. Resolution on appropriation of the net profit
3. Resolution on approval of the actions of the members of the Board of Management for the financial year 2014
4. Resolution on approval of the actions of the Supervisory Board members for the financial year 2014
5. Election of the auditor and group auditor for the financial year 2015
6. Election to the Supervisory Board

**DOCUMENTS FOR THE SHAREHOLDERS' MEETING**

In particular, the following documents will be made available on the company's website at [www.porr-group.com/hv](http://www.porr-group.com/hv) not later than from 13 May 2015:

- annual financial statements including the management report,
  - corporate governance report,
  - consolidated financial statements including the group management report,
  - proposal for appropriation of the profit,
  - report of the Supervisory Board,
- each for the financial year 2014;
- proposals for resolutions on the items 2 to 6 of the agenda,
  - statement of the candidate for election to the Supervisory Board on item 6 of the agenda pursuant to Section 87 (2) of the Austrian Joint Stock Companies Act [*Aktiengesetz/ AktG*], including curriculum vitae,
  - form for granting proxy,
  - form for revocation of proxy,
  - full text of this invitation to the shareholders' meeting.

## INFORMATION ON THE SHAREHOLDERS' RIGHTS AS DEFINED IN SECTIONS 109, 110, 118 AND 119 *AKtG*

### AMENDMENTS TO THE AGENDA BY SHAREHOLDERS

Shareholders whose shares in the aggregate account for 5% of the share capital and who have held those shares for at least three months prior to filing the motion may request in writing that additional items be included in the agenda of this shareholders' meeting and that they be published, provided that such request is received in writing by the company not later than by 13 May 2015 exclusively at the address 1100 Vienna, Absberggasse 47, Department: Konzernmanagement. Every item so requested to be included in the agenda must be accompanied by a proposal for resolution including a statement of the reasons. The shareholder status has to be evidenced by providing a deposit receipt as defined in Section 10a *AktG*, which certifies that the requesting shareholders have held their shares for at least three months prior to filing the request and such evidence must not be older than seven days at the time of presentation to the company. As regards other deposit receipt requirements reference is made to the information about the right to attend shareholders' meetings.

### SHAREHOLDERS' PROPOSALS FOR RESOLUTION REGARDING THE AGENDA

Shareholders whose shares in the aggregate account for 1% of the share capital may submit proposals for resolution including a statement of the reasons regarding any item on the agenda in text format and may request that such proposals including the statement of reasons be made available on the company's website, provided that such request in text format is received by the company by 22 May 2015 either by fax to +43 (0)50626 99 99 72 or at the address 1100 Vienna, Absberggasse 47, Department: Konzernmanagement, or by email at [office.km@porr.at](mailto:office.km@porr.at), with such request to be attached in text format to the email message, for example as a PDF file.

In the case of a proposal regarding election of a Supervisory Board member a statement of the proposed person as defined in Section 87 (2) *AktG* shall replace the statement of reasons.

The shareholder status must be evidenced by presenting a deposit receipt as defined in Section 10a *AktG*, which must not date back more than seven days at the time of presentation to the company. As regards the other deposit receipt requirements reference is made to the information about the right to attend shareholders' meetings.

### RIGHT TO INFORMATION

At the shareholders' meeting every shareholder shall, upon request, be informed about company matters to the extent such information is required for proper assessment of an item on the agenda.

Such information may be denied if, according to the reasonable judgement of an entrepreneur, disclosure of the same might cause a material disadvantage to the company or an affiliated enterprise or might be a punishable offence.

For reasons of procedural economy please submit any questions the answering of which will require an extended period of preparation in text format to the Board of Management timely before the shareholders' meeting. Questions may be sent to the company by post to the address 1100 Vienna, Absberggasse 47, Department: Konzernmanagement, or by fax to +43 (0)50626 99 99 72.

#### MOTIONS AT SHAREHOLDERS' MEETINGS

Every shareholder, irrespective of the number of shares s/he holds, is entitled to file a motion at the shareholders' meeting with respect to any item on the agenda. Pursuant to Section 110 *AktG* a motion of a shareholder regarding election of a Supervisory Board member is subject to the mandatory requirement of timely transmission of the proposal for resolution. Candidates for election to the Supervisory Board (item 6 on the agenda) can only be proposed by shareholders whose shares in the aggregate account for 1% of the share capital. Such proposals for election must be received by the company in the manner described above by 22 May 2015. A statement of the proposed person as defined in Section 87 (2) *AktG* regarding his/her qualification in the relevant field, job or similar positions and all circumstances that might cast doubt on his/her impartiality has to be attached to each proposal for election.

#### INFORMATION ON THE WEBSITE

Further information on these shareholder rights as defined in Sections 109, 110, 118 and 119 *AktG* are now available on the company's website at [www.porr-group.com/hv](http://www.porr-group.com/hv).

#### RECORD DATE AND ATTENDANCE AT THE SHAREHOLDERS' MEETING

The right to attend a shareholders' meeting and to exercise voting rights and other shareholder rights which are to be claimed in connection with shareholders' meetings depend on the shares held at the end of 24 May 2015, midnight (CET) (Record Date).

Only persons who are shareholders at the Record Date and provide evidence thereof to the company are entitled to attend the shareholders' meeting.

The number of shares held as of the Record Date must be evidenced by providing a deposit receipt as defined in Section 10a *AktG*, which must be received by the company by 29 May 2015, exclusively at one of the addresses stated below.

By post:

HV-Veranstaltungsservice GmbH  
Code word: PORR HV  
Köppel 60  
8242 St. Lorenzen/Wechsel  
Austria

By fax:

+43 (0)1 8900 500-64

By email:

[anmeldung.porr@hauptversammlung.at](mailto:anmeldung.porr@hauptversammlung.at), with the deposit receipt to be attached to the email message in text format, for example as a PDF file

Via SWIFT:

GIBAATWGGMS; message type MT598; please make sure to state ISIN AT0000609607 in the text

#### DEPOSIT RECEIPT AS DEFINED IN SECTION 10a AKTG

The deposit receipt must be issued by the bank keeping the securities account, which shall have its registered office in a Member State of the European Economic Area or in a Full Member State of the OECD, and must contain the following information:

- information on the issuer: name and address or a standard code used for transactions between banks (BIC),
- information on the shareholder: name, address, date of birth in the case of individuals, register and register number in the case of legal entities,
- information on the shares: number of shares held by the shareholder, ISIN AT0000609607,
- securities account number or any other designation,
- time to which the deposit receipt refers.

Deposit receipts as evidence of the shareholding for attendance at shareholders' meetings must refer to the Record Date stated above, i.e. 24 May 2015.

Deposit receipts will be accepted in German or in English.

#### REPRESENTATION BY PROXY

Every shareholder who is entitled to attend the shareholders' meeting has the right to appoint a proxy, who shall attend the shareholders' meeting on behalf of the shareholder and who shall have the same rights as the shareholder s/he represents.

A proxy must be granted to a specific person (an individual or a legal entity) in text format, and also several persons may be granted proxy.

The proxy shall be submitted to the company exclusively at one of the addresses stated below:

By post:

HV-Veranstaltungsservice GmbH

Code word: PORR HV

Köppel 60

8242 St. Lorenzen/Wechsel

Austria

By fax:

+43 (0)1 8900 500-64

By email:

[anmeldung.porr@hauptversammlung.at](mailto:anmeldung.porr@hauptversammlung.at), with the proxy to be attached to the email message in text format, for example as a PDF file

Personally:

At the time of registration for the shareholders' meeting at the place of the meeting.

A form for granting proxy and a form for revocation of proxy will be sent upon request and are available on the company's website at [www.porr-group.com/hv](http://www.porr-group.com/hv).

If a shareholder granted proxy to the bank that keeps his/her securities account(s), a confirmation of the bank in addition to the deposit receipt to the effect that it was granted proxy shall suffice. For transmission of that confirmation Section 10a (3) *AktG* shall apply *mutatis mutandis*.

If the proxy is not handed in personally at the time of registration at the shareholders' meeting, the proxy must be received by the company by 2 June 2015, 4 p.m. (CET).

The foregoing regulations on granting of proxies shall apply *mutatis mutandis* to the revocation of proxies.

As a special service, a representative of the Austrian Shareholders' Association (IVA – Interessensverband für Anleger), 1130 Vienna, Feldmühlgasse 22, is available to shareholders as an independent proxy for exercising their voting right at the shareholders' meeting. A special proxy form for this purpose can be downloaded from the company's website at [www.porr-group.com/hv](http://www.porr-group.com/hv). Shareholders can also contact Dr. Michael Knap of the IVA directly by calling +43 (0)1 8763343-30, by fax at +43 (0)1 8763343-39 or by e-mail at [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at).

#### TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time the shareholders' meeting is convened the company's share capital amounts to EUR 29.095.000,00 and is divided into 14.547.500 no-par value bearer shares. Each share entitles the holder to one vote. At the time the shareholders' meeting is convened the company indirectly and directly holds 297.706 shares of treasury stock. Therefore, the total number of shares entitled to attend and vote amounts to 14,249.794 shares at the time the shareholders' meeting is convened.

We kindly ask you to have a valid official photo identification document ready for registration.

Admission for collection of voting cards will start at 10 a.m. (CET).

Vienna, April 2015

The Board of Management of PORR AG