

FURTHER INFORMATION ON THE SHAREHOLDERS' RIGHTS AS DEFINED IN SECTIONS 109, 110, 118 and 119 AktG

Additional items to the agenda by shareholders as defined in Section 109 AktG

Shareholders whose shares in the aggregate amount to **five per cent (5%) of the share capital** may request in writing that **additional items be included in the agenda** of this shareholders' meeting and that they be published. Every item on the agenda must be accompanied by a proposal for a resolution including reasons. The persons filing the motion must have been shareholders for at least three months prior to the date of the motion. Such a shareholder request shall only be taken into consideration if received by the company in writing by **13 May 2015**.

Such shareholder motions shall exclusively be addressed to

PORR AG

Department: Konzernmanagement

Absberggasse 47

1100 Vienna

Austria

The text for the item to be included in the agenda and the resolution proposal must be submitted in German.

The shareholding required to be able to exercise this shareholder right must be evidenced by presentation of a deposit receipt as defined in Section 10a AktG.

Proposals for resolution made by shareholders as defined in Section 110 AktG

Shareholders whose shares in the aggregate amount to **one per cent (1%) of the share capital** may submit **proposals for resolution** regarding any item on the agenda of this shareholders' meeting in text format and request that such proposals be made accessible on the company's website including the names of the shareholders concerned, the reasons for the same, which have to be included, and comments of the Board of Management or the Supervisory Board, if any. Please note that reasons must be stated for every resolution proposal. Such a request shall only be taken into consideration if received by the company in writing by **22 May 2015**.

Such shareholder motions shall exclusively be addressed to

PORR AG

Department: Konzernmanagement

Absberggasse 47

1100 Vienna

Austria

or

by fax: +43 (0)50626 99 99 72

or

by email: office.km@porr.at, with the shareholder request to be attached to the email message in text format, e.g. 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.

Every proposal for resolution must also be submitted in a German-language version.

The shareholding required to be able to exercise this shareholder right must be evidenced by presentation of a deposit receipt as defined in Section 10a *AktG*.

Deposit receipt pursuant to Section 10a *AktG*

The deposit receipt shall be issued by the bank keeping the securities account, whose registered office shall be in a Member State of the European Economic Area or in a Full Member State of the OECD.

The deposit receipt as defined in Section 10a *AktG* 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 must be in German or in English. They must be issued in writing.

Deposit receipts shall exclusively be sent to 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, with the deposit receipt to be attached to the email message in text format, e.g. as a PDF file

Via SWIFT: GIBAAATWGGMS; message type MT598; please ensure to state ISIN AT0000609607 in the text

The deposit receipt required as evidence of a shareholding in connection with the exercise of the shareholder rights as defined in Section 109 *AktG* (additional items to the agenda) and Section 110 *AktG* (proposals for resolution made by shareholders) must not date back more than seven days when presented to the company.

The deposit receipt for the required evidence of the shareholding in connection with the exercise of the shareholder right as defined in Section 109 *AktG* (amendment to the agenda) must confirm that the persons filing the motion have been shareholders for an uninterrupted period of at least three months prior to the date of the motion.

In the case of several shareholders who only reach the threshold together the receipts must refer to the same date.

Information on the right to ask for information as defined in Section 118 *AktG*

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. The duty to provide information also includes the legal and business relationships of the company to an affiliate. If consolidated financial statements and the group management report are presented at the shareholders' meeting of a parent company (Section 244 of the Austrian Commercial Code [*Unternehmensgesetzbuch/UGB*]) the duty to provide information also includes the position of the group and the entities included in the consolidated financial statements.

Such information must be given in compliance with the principles of conscientious and accurate rendering of account. The information must be provided at the shareholders' meeting.

The company may refuse to provide such information if

1. according to the reasonable judgement of an entrepreneur, disclosure of such information might cause a material disadvantage to the company or an affiliate or
2. disclosure of the same would be punishable.

Every shareholder attending the shareholders' meeting is entitled to receive such information. Not only the shareholder him/herself but also his/her legal or authorised representative is entitled to receive information.

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 PORR AG, Department: Konzernmanagement, Absberggasse 47, 1100 Vienna, or by fax to +43 (0)50626 99 99 72.

Information on the shareholders' right to file motions at the shareholders' meeting as defined in Section 119 *AktG*

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. For that purpose proof of the right to attend the meeting, i.e. an invitation to the shareholders' meeting, is required. Not only the shareholder him/herself but also his/her legal or authorised representative attending the shareholders' meeting has the right to file motions.

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 a proposal for resolution. Candidates for election to the Supervisory Board (item 6 on the agenda) may only be proposed by shareholders whose shares in the aggregate account for one per cent (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. Proposals for election of Supervisory Board members, including the statements as defined in Section 87 (2) *AktG* of each person proposed must be made available on the company's website by **27 May 2015**; otherwise the person concerned is not allowed to stand for election.