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PER COURIER

PORR AG

Abteilung Konzernmanagement

Absbergasse 47

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8 May 2015

**Subject: Addition to the agenda of the 135th Annual General Meeting of
PORR AG**

Dear Sirs,

We, **SuP Beteiligungs GmbH**, Am Euro Platz 2, 1120 Vienna, FN 358915 t, as a shareholder of PORR AG request pursuant to section 109 para 1 Austrian Stock Corporations Act that the following item is added to the agenda of the 135th Annual General Meeting of PORR AG, which has been called for Wednesday, 3 June 2015, at 11 am (CET), at EURO-PLAZA, Building G, Am Euro Platz 2, 1120 Vienna:

- 7. Resolution on a new division of the share capital by effecting a share split (*Aktienteilung*) in a ratio of 1:2 so that the number of shares be increased to 29,095,000, each with a calculated notional amount of EUR 1.00, together with the required amendment to the Articles of Association**

Pursuant to the statutory requirements, a proposed resolution together with the reasons for the requested agenda item is attached hereto. The requirements of section 109 para 1 Austrian Stock Corporations Act are fulfilled - we have been holding shares in PORR AG representing more than 5% of the share capital for a consecutive period of more than three months. As to our shareholding and the holding period, we refer to the attached deposit confirmation.

We ask to process our request.

With kind regards

Mag Carolin Strauss
SuP Beteiligungs GmbH

Enclosures:

Proposed resolution and a statement specifying the reasons
Deposit confirmation section 10a Austrian Stock Corporations Act

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Resolution Proposal

by SuP Beteiligungs GmbH

pursuant to section 109 para 1 Austrian Stock Corporation Act

for the

**135th Annual General Meeting
of PORR AG**

Vienna, FN 34853 f

ISIN AT0000609607

on 3 June 2015, at 11 am,

at EURO-PLAZA, Building G,

Am Euro Platz 2, 1120 Vienna

In respect to the proposed new item 7 of the agenda:

Resolution on a new division of the share capital by effecting a share split (*Aktienteilung*) in a ratio of 1:2 so that the number of shares be increased to 29,095,000, each with a calculated notional amount of EUR 1.00, together with the required amendment to the Articles of Association

SuP Beteiligungs GmbH proposes that the shareholders' meeting may adopt the following

Resolution:

"The Company's share capital in the amount of EUR 29,095,000.00 is newly divided. One (1) non-par-value share with a calculated notional amount of EUR 2.00 is replaced by two (2) non-par-value shares each with a calculated notional amount of EUR 1.00. Hence, effective with the registration of the resolution in the Companies Register (Firmenbuch) each current 14,547,500 non-par-value share with a calculated notional amount of EUR 2.00 is split into two (2) non-par-value shares each with a calculated notional amount of EUR 1.00. To this end, the Company's share capital is newly divided into 29,095,000 non-par-value shares.

Furthermore, the Articles of Association of PORR AG are amended to the effect that Article 4 of the Articles of Association of PORR AG (Amount and Division of the Capital; Authorised Capital) henceforth reads as follows:

- (1) The Company's share capital amounts to EUR 29,095,000 (twenty-nine million ninety five thousand euros).*
- (2) The share capital is divided into 29,095,000 (twenty-nine million ninety five thousand) no-par value shares.*
- (3) Every no-par value share represents an equal share in the share capital.*
- (4) Within five years of registration of the authorisation granted by resolution of the shareholders' meeting of 11 July 2013 the executive board is authorised to increase the Company's share capital subject to approval from the supervisory board by up to EUR 6,612,500 by issuing up to 6,612,500 no-par value bearer shares against a contribution in cash and/or in kind, if necessary in several tranches (authorised capital) and to fix the offering price, the offering terms and the subscription ratio and the other details of implementation in agreement with the supervisory board. The shareholders' subscription right to the new shares issued out of the authorised capital shall be excluded if and only if such authorisation (authorised capital) is exercised by issuing shares against cash contributions of up to 10 per cent of the share capital in the aggregate in the case of additional allotment options when new shares of the Company are placed. In addition, the executive board is authorised to exclude the shareholders' subscription right subject to approval from the supervisory board if and when such authorisation (authorised capital) is exercised by:
 - (i) issuing shares against contributions in kind, or*
 - (ii) issuing shares to employees, executive employees and members of the executive board of the Company or of any of its affiliates up to 10 per cent of the share capital in the aggregate.**

The supervisory board is authorised to resolve on amendments to the Articles of Association which result from an exercise of this authorisation of the executive board."

Reason:

The PORR share is currently trading at a share price of more than EUR 55 on the Official Market (*Amtlicher Handel*) of the Vienna Stock Exchange (*Wiener Börse*) and, thus, is relatively expensive. The proposed share split in the ratio of 1:2 aims at increasing the attractiveness of the PORR share to shareholders and potential investors by enhancing the tradability and, ultimately, the liquidity of the PORR share on the Vienna Stock Exchange. The execution of the proposed share split does not entail any negative consequences for current shareholders.

Mag. Carolin Strauss
SuP Beteiligungs GmbH