

*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  
136<sup>th</sup> ordinary shareholders' meeting of PORR AG to be held  
on Tuesday, 24 May 2016, 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 2015
2. Resolution on the appropriation of the net profit
3. Resolution on the approval of the actions of the members of the Management Board for the financial year 2015
4. Resolution on the approval of the actions of the Supervisory Board members for the financial year 2015
5. Election of the auditor and group auditor for the financial year 2016
6. a) Resolution on the authorisation of the Management Board to acquire shares in the Company pursuant to Section 65 (1) no. 4 and 8, (1a) and (1b) AktG via the stock exchange or by means other than via the stock exchange in a volume of up to 10% of the Company's share capital, also with exclusion of the proportional right of disposal of shareholders, which may arise in the context of such acquisition (exclusion of reverse subscription rights)  
b) Resolution on the revocation of the existing authorisation of the Management Board to dispose treasury shares by other means than via the stock exchange or a public offer together with the new authorisation of the Management Board to dispose treasury shares by other means than via the stock exchange or a public offer and exclusion of the right of shareholders to purchase (exclusion of subscription rights)  
c) Resolution on the authorisation of the Management Board to cancel treasury shares

**DOCUMENTS FOR THE SHAREHOLDERS' MEETING**

In particular, the following documents will be made available on the company's website at [www.porr-group.com/gm](http://www.porr-group.com/gm) not later than from 3 May 2016:

- 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 2015;
- proposals for resolutions on the items 2 to 6 of the agenda,
  - information for the scrip dividend on the item 2 of the agenda,

- Report of the Management Board regarding the Management Board's authorisation to exclude subscription rights (Ausschluss von Bezugsrechten) in connection with the sale of treasury shares (Sections 65 (1b) and 153 (4) of the Austrian Act on Joint Stock Corporations (Aktiengesetz – "AktG") on item 6 of the agenda,
- 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 achieve the aggregate amount of 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 3 May 2016 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. With regard to other deposit receipt requirements we refer to the information about the right to attend shareholders' meetings.

##### SHAREHOLDERS' PROPOSALS FOR RESOLUTION REGARDING THE AGENDA

Shareholders whose shares achieve the aggregate amount of 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 12 May 2016 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.

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. With regard to the other deposit receipt requirements we refer 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 Management Board before the shareholders' meeting timely. 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.

#### 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/gm](http://www.porr-group.com/gm).

#### 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 14 May 2016, 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 19 May 2016, 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. 14 May 2016.

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/gm](http://www.porr-group.com/gm).

In case a shareholder has granted proxy to the bank which keeps his/her securities account(s), a confirmation of the bank that proxy was granted, in addition to the deposit receipt, shall be sufficient. 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 23 May 2016, 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 – Interessenverband 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/gm](http://www.porr-group.com/gm). 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 29,095,000 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 595,412 shares of treasury stock. Therefore, the total number of shares entitled to attend and vote amounts to 28,499,588 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 2016

The Management Board of PORR AG