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PORR AG

Vienna, FN 34853 f

**Proposals for resolutions of the Management Board and the Supervisory Board for the
136th ordinary shareholders' meeting
on 24 May 2016**

1 item on the agenda:

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

No resolution on this item of the agenda is required.

2 item on the agenda:

Resolution on the appropriation of the net profit

The annual financial statements as at 31 December 2015 state a net profit of EUR 48,857,485.50. The Management Board and the Supervisory Board propose that the net profit of PORR AG stated in the annual financial statements as at 31 December 2015 be appropriated as follows: distribution of a dividend of EUR 1.00 per share entitled to a dividend, as well as distribution of an extraordinary dividend of EUR 0.50 per share entitled to a dividend due to the successful closing of the de-merger and the divestment of the real estate business, each due on 21 June 2016, and with the residual amount to be carried forward.

The dividend and the extraordinary dividend in the aggregate amount of EUR 1.50 will be paid together in cash. With respect to the amount of EUR 0.50 per share entitled to a dividend ("Extraordinary Dividend"), shareholders will have the option to choose whether this amount is to be paid exclusively and finally in cash or, subject to a sufficient number of shares being held, by way of reinvestment in shares of PORR AG ("Dividend Shares") (scrip dividend). The Extraordinary Dividend in the amount of EUR 0.50 can be used entirely for reinvestment in Dividend Shares. A possible withholding tax on dividends will be debited to the credited aggregate dividend amount of EUR 1.50; this tax will not lead to a separate reduction of the amount of EUR 0.50 per share entitled to a dividend.

The number of shares which will be required in order to be able to make use of the option to receive the Extraordinary Dividend in the amount of EUR 0.50 by way of reinvestment in the form of a

Dividend Share ("Subscription Ratio") will be determined after the end of the subscription period, presumably on or about 16 June 2016. The subscription period will start presumably on or about 1 June 2016 and will end presumably on or about 15 June 2016. The Management Board is explicitly authorised to determine the Subscription Ratio and the reinvestment resulting therefrom on 16 June 2016 in dependence on the then existing share price of PORR AG. The reinvestment price which is to be determined at that time divided by the amount of EUR 0.50, rounded down to the next full share, will then correspond to such number of shares which will be required in order to make use of the option to receive one dividend share. The Dividend Shares are up to 595,412 treasury shares of PORR AG; thereof, 572,864 shares are directly held by PORR AG, and 22,548 shares are held indirectly by EPS Absberggasse 47 Projektmanagement GmbH. There will be no increase of the share capital of PORR AG associated with the option to reinvest in Dividend Shares; therefore, no new shares will be issued.

The Management Board is authorised, with the consent of the Supervisory Board (or a committee appointed by it), to reduce the option to reinvest in Dividend Shares pro rata or to completely cancel it at the latest immediately after the end of the subscription period, in case i) shareholders choose the option to reinvest in Dividend Shares with respect to more than the existing 595,412 treasury shares, or ii) of any situation which prevents or limits in the view of the Management Board a successful reinvestment in Dividend Shares, or iii) a change in the national or international financial, political, legal or fiscal conditions or a disaster or emergency situation occurs, which in the opinion of the Management Board results or may likely result in a material reduction of the share price of PORR AG. In these cases, the amount of the Extraordinary Dividend of EUR 0.50 per share entitled to a dividend will be paid partly or entirely exclusively and finally in cash.

The details of the payment in cash and of the option of the shareholders to receive the Extraordinary Dividend in Dividend Shares by way of reinvestment, including the details of the execution in practice, will be explained in a document which will be provided to shareholders, and which will contain in particular information on the number and type of shares, and in which the reasons and the details of the offer will be explained. All documents with respect to the option to receive the Extraordinary Dividend by way of reinvestment in Dividend Shares will be available on the website of PORR AG (www.porr-group.com/gm). The payment of the dividend and the Extraordinary Dividend in the aggregate amount of EUR 1.50 will be made as of 21 June 2016 in cash by crediting the respective account by the depositary bank, reduced by 27.5% withholding tax on dividends in accordance with the applicable legal provisions (if applicable). Erste Group Bank AG, Am Belvedere 1, 1010 Vienna has been appointed as paying agent.

The deposit of shares according to section 18 paragraph 1 No 4 of the Income Tax Act 1988 has to be notified to the paying agent by the depositary bank in order to allow for dividend payments without deduction of withholding tax on dividends for shares the acquisition of which was subject to a favourable tax treatment. The shares will be traded ex-dividend as of 30 May 2016 on the Vienna Stock Exchange; dividend record date is 31 May 2016.

3 item on the agenda:**Resolution on the approval of the actions of the members of the Management Board for the financial year 2015**

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board who acted in financial 2015 be approved for that period.

4 item on the agenda:**Resolution on the approval of the actions of the Supervisory Board members for the financial year 2015**

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board who acted in the financial year 2015 be approved for that period.

5 item on the agenda:**Election of the auditor and group auditor for the financial year 2016**

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 2016.

6 item on the agenda:

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)

The Management Board and the Supervisory Board propose that the shareholders' meeting passes the following resolution:

The shareholders' meeting authorises the Management Board for a period of 30 months from the date of the resolution pursuant to Section 65 (1) no. 4 and 8, (1a) and (1b) AktG to acquire shares in the Company up to the statutory limit of 10 %, taking into account shares in the Company previously acquired. The consideration per share must not be lower than EUR 1 and must not exceed the average of the unweighed closing price on the ten stock exchange trading days preceding an acquisition by more than 10 %. Any acquisition may be carried out via the stock exchange or a public offer or other beneficial means permitted by law, including over the counter or by means of a negotiated purchase from individual shareholders

intending to sell their shares and also with exclusion of the proportional rights of disposal of shareholders, which may arise in the context of such acquisition (exclusion of reverse subscription rights). Furthermore, the Management Board is authorised to determine the conditions of any acquisition, whereby it shall publish its relevant resolution and the repurchase program based thereon, including its duration, in accordance with the applicable legal requirements. This authorisation may be performed in full or in part or in several tranches and for one or several purposes by the Company or a subsidiary pursuant to Section 189a of the Commercial Code (Unternehmensgesetzbuch) or by third parties for the account of the Company. Trading in own shares as the purpose of the acquisition is excluded.

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)

The Management Board and the Supervisory Board propose that the shareholders' meeting passes the following resolution:

The authorisation of the Management Board by the ordinary shareholders' meeting held on 11 July 2013 to dispose of treasury shares by other means than via the stock exchange or a public offer and to exclude the general right of shareholders to purchase (exclusion of subscription rights), for a term of five years from the date of the resolution, is revoked and replaced by the following authorisation:

For a term of five years from the date of this resolution, the Management Board is authorised, with the approval of the Supervisory Board, to dispose of treasury shares, including by other means than via the stock exchange or a public offer. This authorisation may be performed in full or in part or in several tranches and for one or several purposes. The shareholders' pro-rata right to purchase shares in the event of a disposal of treasury shares by other means than via the stock exchange or a public offer is excluded (exclusion of subscription rights).

c) Resolution on the authorisation of the Management Board to cancel treasury shares

The Management Board and the Supervisory Board propose that the shareholders' meeting passes the following resolution:

The Management Board is authorised, without further approval by the shareholders' meeting, to cancel treasury shares with the approval of the Supervisory Board. The Supervisory Board is authorised to resolve on amendments to articles of association resulting from a cancellation of shares.

Vienna, April 2016

The Management Board

The Supervisory Board