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Report of the Management Board of PORR AG

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")

Item 6 of the Agenda for the
ordinary shareholders´meeting on 24 May 2016

The Management Board and the Supervisory Board of PORR AG intend to propose resolutions to the shareholders´meeting authorising the Management Board to acquire treasury shares and to dispose of such treasury shares by means other than via the stock exchange or a public offer.

Proposed Resolution – Acquisition of Treasury Shares

The sharholders´ 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.

Proposed Resolution – Disposal of Treasury Shares

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 purpos-

es. 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).

Regarding the exclusion of the shareholders' right to purchase shares (*subscription right*) in the context of a disposal of treasury shares by other means than via the stock exchange or a public offer, the Management Board hereby reports in writing pursuant to Section 65 (1b) and 153 (4) sentence 2 AktG on the grounds of the exclusion of the shareholders' right to purchase (*exclusion of subscription right*).

In the following cases of a disposal of treasury shares by means other than via the stock exchange or a public offer, the exclusion of the proportional right to purchase (subscription rights) is in the interest of the Company:

a) When acquiring an enterprise, business, parts thereof or shares in a company or other assets, it can be advantageous to use treasury shares as consideration, e.g. to compensate shareholders of the target company or if the seller favours shares in the Company to cash as consideration. Thus, the liquidity required to perform the acquisition is reduced and the closing of a transaction is accelerated, since existing shares may be used and no new shares need to be created. All types of assets may be transferred to the Company, including securities issued by the Company and receivables against the Company. The Company is enabled to make use of opportunities quickly, flexibly and without the time-consuming and cost intensive processing of subscription rights.

b) Further, in such context (but also to cover other financing needs of the Company or its subsidiaries), the disposal of treasury shares by means other than via the stock exchange or a public offer may also serve to cover specific financing needs (individually or along with other measures) quickly and at a low cost. In particular, taking into consideration the general and specific market- and price developments, the trading volumes and any statutory limits on the volume of treasury shares disposals via the stock exchange, such financing needs may not be met (in due time) where treasury shares may (only) be disposed of via the stock exchange or a public offer to existing shareholders.

   By excluding the shareholders' general right to purchase (subscription right), potential disadvantages for the Company can be avoided, in particular price risks. This concerns in particular negative share price developments caused by the pressure on the share price during an offer period (in particular in times of volatile markets), the prevention of speculation against the shares price during an offer period (in particular in the case of a short selling) and the Company ensuring certain sales proceeds (elimination of placement risks).

c) The preferential issuance of shares to employees, managers or members of the Management Board of the Company or its affiliates as part of an employee participation program also constitutes sufficient reason for the exclusion of subscription rights pursuant to Section 153 (5) AktG. In such case, the exclusion of subscription rights is objectively justified, since the employee participation program is in the overwhelming interest of the Company (it serves the purpose of enhancing the Company's performance) and the participation of employees constitutes an effective instrument to achieve this purpose.

d) The exclusion of the shareholders' purchase right (subscription right) also enables the Company to transfer treasury shares to selected investors or groups of investors (or to limited groups of investors) in a private placement or a public offer (other than a public offer to all shareholders).

Thereby, on the one hand, the shareholder structure can be selectively expanded or stabilised in the interest of the Company. This concerns the introduction of the Company to (certain groups of) institutional investors. Thereby, trading activity in the Company's shares may be enhanced, which strengthens the Company's ability to rise funding on the capital markets. On the other hand, it may be of strategic interest to attract one or several existing or potentially new business partners of PORR Group companies to become shareholders in the Company, or to enlarge their participation; both to strengthen their ties to the Company.

On the other hand, a private placement or a restricted public offer, in particular applying the accelerated bookbuilding procedure, may mitigate placement risk and price risk and reduce the cost and duration of a placement. An accelerated bookbuilding allows the Company to assess the market's price expectations more precisely and rapidly. Due to the immediate placement, market risk factors are eliminated, which would otherwise be taken into account by (institutional) investors to the disadvantage of the Company. A public offer to all shareholders requires considerably longer lead-times to draw up and approve a capital market prospectus, which, for the Company, involves a substantial use of own resources and external costs. A placement with exclusion of the shareholders' purchase right (subscription right) and with no requirement to draw up a prospectus, assist to avoid such disadvantages as well as exposure to potential liability of the Company (prospectus liability).

e) The exclusion of the shareholders' purchase right (subscription right) can also be in the Company's interest in the context of a capital increase and the placement of new shares or of existing shares in the Company where an overallotment option (*greenshoe option*) is served with treasury shares.

In the case of an overallotment option (*greenshoe option*) the underwriters have the possibility to allot up more shares (as permitted under applicable laws) than initially offered, whereby the shares necessary to settle such overallotment are usually provided to the underwriters via securities lending. Thereby, the basis for a stabilisation of the share price may be achieved: If the share price falls after the offer, the underwriters purchase shares on the market, thereby support the share price and use the shares so acquired to repay the securities loan (or use such shares to settle the excess allotment, if a delayed delivery was agreed). If the share price rises further to the offer, the underwriters exercise an option previously granted by the Company to deliver to the underwriters additional shares at the price of the initial offer. Such measure, common in the context of an issue of securities, serves to stabilise the share price in the period following the offer and is thus in the Company's interest.

f) Treasury shares may also be used to service conversion and/or subscription options under convertible bonds (possibly) issued by the Company in the future. If own shares are used to cover and/or settle such future convertible bonds, no further capital measures (such as the creation of conditional capital) are required. Thus, no new shares need to be created (e.g. through the use of conditional capital) to settle conversion and/or subscription rights, and the diluting effect typically inherent to capital measures can be avoided. Also, the time and administrative efforts required for the Company can be reduced.

g) In the context of cash dividends, treasury shares may also be used to grant the shareholders an opportunity to re-invest their dividend (in full or in part) in shares of the Company, so that the payment of dividend has the economic effect of a dividend in-kind (share dividend; *scrip dividend*) for the relevant consenting shareholders. To the extent individual shareholders opt for such possibility, dividends paid to such shareholders have a reduced impact on the Company's equity and liquidity. To the extent that shareholders opt for a scrip dividend in a volume exceeding the number of treasury shares available or in the event that any other situation occurs which, in the opinion of the Management Board, hinders a successful re-invest in shares of the Company or in the event that there is any change in the domestic or international, financial markets, legal or tax environment or there is a catastrophe or emergency situation which, in the opinion of the Management Board, causes or is likely to cause a material decrease in the market price of shares in the Company it may be necessary to reduce the number of treasury shares allotted pro rata or to terminate the offer in full. This authorisation is only relevant where such procedure does not anyway qualify as an offer to all shareholders.

To the extent of commen trading volumes, shareholders may buy additional shares via the stock exchange and thereby avoid any dilution of their shareholding interest in the event that the Company disposes treasury shares with exclusion of the purchase right (subscription right) of shareholders.

A disposal of treasury shares with exclusion of the shareholders' purchase right does not result in the "typical" dilution of shareholding interest. First, the existing shareholders' actual voting share "increases" in the event of an acquisition of treasury shares by the Company, as the shareholder rights vested in treasury shares are suspended. A pro-rata reduction of the shareholding interest of an existing shareholder only occurs (temporarily) when the Company disposes treasury shares excluding the shareholders' purchase right (subscription right). Further to such disposal being carried out with exclusion of purchase (subscription) rights, the shareholders' position held prior to the initial buy-back is restored.

In the cases referred to in paragraphs a), b), d), f) and g) above, the Management Board will only dispose treasury shares at a price which is not substantially (*wesentlich*) lower than the market price. In the cases referred to in paragraph (c) (employees), the price is equivalent to the price at which a share may be acquired in the context of an employee participation program (if any) and in the case of paragraph (e) (*greenshoe option*) the price is equivalent to the offer price at which all other shares were placed in the relevant offer.

Even if the exclusion of the shareholders' purchase right (subscription right) caused a disadvantage to shareholders, any such disadvantage would have a limited impact due to the statutory limit preventing the Company from holding more than 10 % of its share capital as treasury shares.

A disposal of treasury shares and the determination of all conditions of such disposal are subject to the Supervisory Board's approval. To enable to the Company to carry out a disposal of treasury shares (as set out above) rapidly and in a flexible manner, the shar-holders`meetin shall exclude the shareholders' purchase right (subscription right) so that no separate report needs to be published prior to a specific disposal.

Weighing the Company's interest to dispose of treasury shares and its interest to obtain funding, on the one hand, and the shareholders' interest to retain their shareholding interest, on the other hand, results in the conclusion that the authorisation to dispose treasury shares by means other than via the stock exchange or a public offer and by excluding the shareholders' purchase right (subscription right) is not disproportionate and therefore, taking account of the relevant circumstances, objectively justified.

In this context, the Management Board notes that it is not intended to (disproportionately) allot shares to members of the Ortner-Strauss Syndicate, which controls the Company, in connection with a disposal of treasury shares to shareholders.

Vienna, April 2016

Management Board of PORR AG