

*English translation of original German version for convenience only.*

**PORR AG**

**Vienna, FN 34853 f**

**Proposals for resolutions of the Management Board and the Supervisory Board for the  
137<sup>th</sup> ordinary shareholders' meeting  
on 23 May 2017**

**1 item on the agenda:**

**Presentation of the annual financial statements including the management report, the corporate governance report, the report on payments to governments, 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 2016**

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 2016 state a net profit of EUR 32,153,802.42. 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 2016 be appropriated as follows: distribution of a dividend of EUR 1.10 per share entitled to a dividend, with the residual amount to be carried forward. Dividend-payment-Date is 1 June 2017; Record Date Dividend is 31 May 2017; Ex-Dividend Date is 30 May 2017.

**3 item on the agenda:**

**Resolution on the approval of the actions of the members of the Management Board for the financial year 2016**

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board who acted in financial 2016 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 2016**

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board who acted in the financial year 2016 be approved for that period.

**5 item on the agenda:**

**Election of the auditor and group auditor for the financial year 2017**

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 the financial year 2017.

Vienna, April 2017

The Management Board

The Supervisory Board