

English translation of original German version for convenience only.

PORR AG
Vienna
FN 34853 f, ISIN AT0000609607
Invitation to the Annual General Meeting

This is to invite our shareholders to the 138th Annual General Meeting of PORR AG to be held on Tuesday, 29 May 2018, at 10:00 a.m. (CET, local Vienna time) at 1120 Vienna, Am Euro-Platz 2, EURO-PLAZA, Building G.

I. AGENDA

1. Presentation of the annual financial statements including the management report, the corporate governance report, the report on payments to government entities, 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 2017
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 2017
4. Resolution on the approval of the actions of the Supervisory Board members for the financial year 2017
5. Election of the auditor and group auditor for the financial year 2018
6. Resolution on the revocation of the authorisation of the Management Board to effect a share capital increase (authorised capital) together with a new authorisation of the Management Board to effect a share capital increase pursuant to § 169 AktG (authorized capital) for contributions in cash and/or in kind, including an authorization of the Management Board to exclude subscription rights and corresponding amendments to the articles of association
7. Resolution on the revocation of the authorisation of the Management Board by resolution of the General Meeting on 24 May 2016 to acquire shares in the Company pursuant to § 65 para 1 No.4 and No.8 as well as para 1a and para 1b AktG together with a new authorisation of the Management Board to acquire shares in the Company pursuant to § 65 para 1 No.4 and No.8 as well as para 1a and para 1b AktG via the stock exchange or by other means outside the stock exchange in a volume of up to 10 % of the share capital, also with exclusion of a proportional right of offer by shareholders

II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; MAKING DOCUMENTS AVAILABLE ON THE WEBSITE

In particular, the following documents will be made available on the Company's website at www.porr-group.com/gm no later than 8 May 2018:

- Annual financial statements including the management report,
- Corporate governance report,
- Report on payments to government entities,
- Consolidated financial statements including the group management report,
- Proposal for the appropriation of the net profit,
- Special non-financial report,
- Supervisory Board report,

each for the financial year 2017;

- Proposals for resolutions on items 2 to 7 of the agenda,
- Management Board report in accordance with Section 170 para. 2 in conjunction with Section 153 para. 4 Austrian Stock Corporation Act,
- Comparison of the Articles of Association,
- Form for granting proxy,
- Form for revocation of proxy,
- Full text of this invitation to the Annual General Meeting.

III. RECORD DATE AND REQUIREMENTS FOR ATTENDING THE ANNUAL GENERAL MEETING

The right to attend a shareholders' meeting and to exercise voting rights and other shareholder rights to be exercised in connection with shareholders' meetings depend on the shares held as of the end of **19 May 2018** (Record Date).

Only persons who are shareholders as of the Record Date and provide evidence to the Company thereof are entitled to attend the shareholders' meeting.

Evidence of shareholding as of the Record Date is to be provided in the form of a deposit receipt pursuant to Section 10a Stock Corporation Act, which has to be submitted to the Company by **24 May 2018** (midnight CET, local Vienna time) exclusively by one of the following means of communication and exclusively to one of the following addresses:

(i) Submission of a deposit receipt in writing

by mail or courier: PORR AG
 c/o HV-Veranstaltungsservice GmbH
 Köppel 60
 8242 St. Lorenzen/Wechsel
 Austria

by SWIFT: GIBAAWGGMS
 (Message Type MT598 or MT599, ISIN AT0000609607 must be
 stated in the text compulsorily)

(ii) Submission of deposit receipts in text format, which is permitted pursuant to Section 16 para. 3 of the Articles of Association

by fax: +43 (0) 1 8900 500-64
 by email: anmeldung.porr@hauptversammlung.at
 (Deposit receipts in PDF format)

Shareholders are requested to contact their relevant custodian bank and arrange for the issue and transmission of a deposit receipt. The Record Date does not affect the transferability of shares and is not relevant for the entitlement to receive dividends.

Deposit receipt pursuant to Section 10a Stock Corporation Act

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,
- Information on the shareholder: name/company and 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),
- Point in time to which the deposit receipt refers.

Deposit receipts as evidence of the shareholding for attending shareholders' meetings must refer to the Record Date stated above, **19 May 2018** (midnight CET, local Vienna time). Deposit receipts will be accepted in German or in English.

Proof of identity

Shareholders and their authorized representatives/proxies will be asked to show a valid photo ID upon registration.

If you attend the shareholders' meeting as a representative, please also bring the proxy/power of attorney in addition to your ID. If you have sent the original proxy to the Company in advance, it will speed up admission if you present a copy of the proxy.

PORR AG reserves the right to verify the identity of any individuals appearing at the shareholders' meeting. In the event that someone's identity cannot be verified, this person may be refused admission.

IV. RIGHT OF REPRESENTATION BY PROXY AND THE PROCEDURE TO BE FOLLOWED

Every shareholder who is entitled to attend the shareholders' meeting and who has provided evidence thereof in accordance with item III. of this invitation 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 he/she represents.

A proxy must be granted to a specific person (an individual or a legal entity) in text form (Section 13 para. 2 Stock Corporation Act), whereby several persons may be granted proxy.

The granting of proxy is possible both before and during the shareholders' meeting.

For the submission of the proxy, we offer the following means of communication and addresses:

By post or courier:

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 (Proxies in PDF format)

The proxy must be received by the Company at one of the aforementioned addresses by 28 May 2018, 4:00 p.m. (CET, local Vienna time) unless it is handed over in person at the entry or exit point at the shareholders' meeting.

A form for granting proxy and a form for revocation of proxy are available on the Company's website at www.porr-group.com/gm. We kindly ask you to use the provided forms in the interest of smooth processing.

Details regarding the representation, in particular the text for and the content of the proxy, are laid out in the form for granting proxy made available to the shareholders.

In case a shareholder has granted proxy to the bank which keeps his/her securities account(s) (Section 10a Stock Corporation Act), it shall be sufficient to show a confirmation by the bank that proxy was granted in addition to the deposit receipt.

Shareholders may also personally exercise their rights at the shareholders' meeting after granting a proxy. Appearing in person is considered as a revocation of any previously granted proxy.

The preceding regulations on granting proxies shall apply *mutatis mutandis* to the revocation of proxies.

Independent proxy

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 rights 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. 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 email at michael.knap@iva.or.at.

V. INFORMATION ON SHAREHOLDERS' RIGHTS AS DEFINED IN SECTIONS 109, 110, 118 AND 119 STOCK CORPORATION ACT

1. Amendments to the agenda by shareholders pursuant to Section 109 Stock Corporation Act

Shareholders who collectively hold shares corresponding to 5% of the share capital and who have held those shares for at least three months prior to filing a request may request in writing that **additional items be included in the agenda** of this shareholders' meeting; these shall be published, provided that such a request is received in writing by the Company no later than **8 May 2018** (midnight CET, local Vienna time), submitted by post or courier exclusively to 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 a resolution including a statement of the reasons. The shareholder status has to be evidenced by providing a deposit receipt as defined in Section 10a Stock Corporation Act, 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 it is presented to the Company. With regard to other deposit receipt requirements, we refer to the information about the requirements for attending the shareholders' meeting (item III. of this invitation).

Disclosures pursuant to Section 110 para. 2 (2) Stock Corporation Act

The Supervisory Board of PORR AG currently consists of nine members appointed by the general shareholders' meeting (shareholder representatives) and five members appointed by the Works Council in line with Section 110 of the Labour Constitutional Act. Seven of the nine shareholder representatives are men and two are women; of the five employee representatives, all five are men.

Section 86 para. 7 of the Stock Corporation Act applies to PORR AG.

Be informed that no objection pursuant to Section 86 para. 9 Stock Corporation Act has been made either by the majority of the shareholder representatives or the majority of the employee representatives and thereby the minimum share requirement pursuant to Section 86 para. 7 Stock Corporation Act has not only been partially fulfilled, but met in full.

Section 9 of the PORR AG Articles of Association specifies that the Supervisory Board consists of at least three and maximum twelve members appointed by the shareholders' meeting.

Should there be an amendment to the agenda that leads to Supervisory Board elections, attention shall be paid to fulfilling the minimum share requirement pursuant to Section 86 para. 7 Stock Corporation Act (30 % women), failing which the election shall be declared null and void.

2. Shareholders' proposals for resolutions on the agenda pursuant to Section 110 Stock Corporation Act

Shareholders who collectively hold shares corresponding to 1% of the share capital may submit **proposals for resolutions** regarding any item on the agenda in text format and request that such proposals be made available on the Company's website registered with the companies register including the names of the shareholders concerned, the reasons for the same, which have to be included, and comments of the Executive Board or the Supervisory Board, if any. This is subject to such a request in text format being received by the Company no later than **17 May 2018** (midnight CET, local Vienna time) either to 1100 Vienna, Absberggasse 47, Department: Konzernmanagement, or by fax to +43 (0)50626 99 99 72, or by email to office.km@porr.at, with the request to be attached to the email message in text format, e.g. as a PDF file.

In case of an addition to the agenda with regard to "Elections to the Supervisory Board", then the proposal for the election of a Supervisory Board member shall be accompanied by a statement pursuant to section 87 paragraph 2 Stock Corporation Act rather than by a statement of reasons.

The shareholding required to be able to exercise this shareholder right must be evidenced by presentation of a deposit receipt as defined in Section 10a Stock Corporation Act, which must not be older than seven days at the time it is presented to the Company. With regard to other deposit receipt requirements, we refer to the information about the requirements for attending the shareholders' meeting (item III. of this invitation).

3. Shareholders' right to information pursuant to Section 118 Stock Corporation Act

At the shareholders' meeting every shareholder shall, upon request, be informed about corporate matters to the extent that such information is required for the proper assessment of an item on the agenda. The duty to provide information shall also include the Company's legal and business relationships to affiliated companies as well as the state of the Group and the companies included in the consolidated financial statements.

The Company may refuse to provide such information if reasonable business judgement suggests that disclosure of the same may cause a material disadvantage to the Company or an affiliate or may be a punishable offence.

The chairman of the shareholders' meeting may, in accordance with Article 18 (2) of the Articles of Association, provide for a reasonable time limit on the shareholders' right to ask questions and to speak. In particular, he may define general and individual restrictions with regard to speaking time and time for questioning at the beginning and also during the shareholders' meeting.

Requests for information shall, in principle, be made orally at the shareholders' meeting, but they may also be submitted in writing to the Company's Management Board in advance. For reasons of procedural economy, any questions that require more extensive preparation for a full answer should be submitted in writing to the Management Board in good time and prior to the shareholders' meeting.

Questions may be sent to the Company by fax to +43 (0)50626 99 99 72 or by email to office.km@porr.at.

4. Shareholder requests at the shareholders' meeting pursuant to Section 119 Stock Corporation Act

Every shareholder, irrespective of the number of shares s/he holds, is entitled to file a request at the shareholders' meeting with respect to any item on the agenda. If several requests have been filed regarding a specific item on the agenda, the chairman shall determine the order of voting pursuant to Section 119 para. 3 Stock Corporation Act.

Should there be an amendment to the agenda that leads to Supervisory Board elections, this nevertheless compulsorily requires a shareholder request for a proposal for a resolution in accordance with Section 110 Stock Corporation Act: candidates can only be proposed in a Supervisory Board election by shareholders who collectively hold 1% of the share capital. Election proposals of this kind must be submitted to the Company by 17 May 2018 at the latest in the manner described above (item V para. 2). Every election proposal shall be accompanied by a declaration pursuant to Section 87 para. 2 Stock Corporation Act listing the proposed candidate's qualifications and specialisms, his/her professional or comparable experience as well as any circumstances that could give rise to concerns of partiality. Otherwise the shareholder request for the election of a Supervisory Board member shall not be considered during the vote.

5. Information on the website

Further information on these shareholder rights as defined in Sections 109, 110, 118 and 119 Stock Corporation Act is available on the Company's website at www.porr-group.com/gm.

VI. OTHER INFORMATION

Total number of shares and voting rights

At the time of convening the shareholders' meeting, 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 of convening the shareholders' meeting, the Company indirectly and directly holds 216,495 treasury shares. Therefore, the total number of shares entitled to participate and vote amounts to 28,878,505 at the time of convening the shareholders' meeting.

Vienna, April 2018

The Management Board of PORR AG