

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

## **FURTHER INFORMATION ON SHAREHOLDERS' RIGHTS AS DEFINED IN SECTIONS 109, 110, 118 AND 119 STOCK CORPORATION ACT**

### **Amendments to the agenda by shareholders pursuant to Section 109 Stock Corporation Act**

Shareholders whose shares collectively amount to **five per cent (5%) of the share capital** may request in writing that **additional items be included in the agenda** of this shareholders' meeting and these shall be published. Every item on the agenda must be accompanied by a proposal for a resolution including a statement of reasons. The persons filing the motion must have been shareholders for at least three months prior to the date of the motion. Such a shareholder request shall only be taken into consideration if received by the Company in writing by **8 May 2018** (midnight CET, local Vienna time).

Such shareholder motions shall exclusively be addressed to

PORR AG

Department: Konzernmanagement

Absberggasse 47

1100 Vienna

Austria

The text for the item to be included in the agenda and the proposal for resolution must be submitted in German.

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.

### **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), as otherwise the election shall be declared null and void.

**Shareholders' proposals for resolutions pursuant to Section 110 Stock Corporation Act**

Shareholders who collectively hold shares corresponding to **one per cent (1%) of the share capital** may submit **proposals for resolutions** regarding any item on the agenda of this shareholders' meeting 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 Management Board or the Supervisory Board, if any. Please note that reasons must be stated for every resolution proposal. Such a request shall only be taken into consideration if received by the Company in writing by **17 May 2018** (midnight CET, local Vienna time).

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.

Such shareholder motions shall exclusively be addressed to

PORR AG

Department: Konzernmanagement

Absberggasse 47

1100 Vienna

Austria

or

by fax: +43 (0)50626 99 99 72

or

by email: [office.km@porr.at](mailto:office.km@porr.at), with the request to be attached to the email message in text format, e.g. as a PDF file

Each proposal for resolution must also be submitted in a German-language version.

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.

**Deposit receipt pursuant to Section 10a Stock Corporation Act**

The deposit receipt shall be issued by the bank keeping the securities account, whose registered office shall be in a Member State of the European Economic Area or in a Full Member State of the OECD.

The deposit receipt as defined in Section 10a Stock Corporation Act 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 must be in German or in English. The deposit receipt must be issued in writing.

Deposit receipts shall exclusively be sent to one of the addresses stated below:

**by mail or courier:**

**PORR AG**

c/o HV-Veranstaltungsservice GmbH

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)

(submission of deposit receipt in PDF format)

by SWIFT:

GIBAATWGGMS

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

The deposit receipt required as evidence of a shareholding in connection with exercising shareholder rights as defined in Section 109 Stock Corporation Act (amendments to the agenda) and Section 110 Stock Corporation Act (shareholders' proposals for resolution) must not be more than seven days old at the time presented to the Company.

The deposit receipt required as evidence of the shareholding in connection with exercising shareholder rights as defined in Section 109 Stock Corporation Act (amendments to the agenda) must confirm that the shareholders filing the request have been shareholders for an uninterrupted period of at least three months prior to the date on which the request is filed.

In the case of several shareholders who only reach the threshold collectively, the receipts must all refer to the same date.

### **Information on the 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 also includes the Company's legal and business relationships to affiliated companies. If consolidated financial statements and the group management report are presented at the shareholders' meeting of a parent company (Section 244 of the Austrian Commercial Code [*Unternehmensgesetzbuch/UGB*]), the duty to provide information also includes the state of the group and the companies included in the consolidated financial statements.

Such information must be given in line with the principles of conscientious and accurate reporting. The information must be provided at the shareholders' meeting.

The Company may refuse to provide such information if

1. reasonable business judgement suggests that the disclosure of such information might cause a material disadvantage to the Company or an affiliate or
2. disclosure of the same may be a punishable offence.

Every shareholder attending the shareholders' meeting is entitled to receive such information. Not only the shareholder him/herself but also his/her legal or authorised representative is entitled to receive such information.

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 72 or by email to [office.km@porr.at](mailto:office.km@porr.at).

### **Information on the shareholders' right to file 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 motion at the shareholders' meeting with respect to any item on the agenda. For that purpose proof of the right to attend the meeting, i.e. an invitation to the shareholders' meeting, is required. Not only the shareholder him/herself but also his/her legal or authorised representative attending the shareholders' meeting has the right to file motions.

If several requests have been filed regarding a specific item on the agenda, the requests published in accordance with Section 108 para. 1 Stock Corporation Act or Section 110 para. 1 Stock Corporation Act shall be voted on first. Apart from that, the chairman shall determine the order of voting.

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. 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.