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PORR AG

Vienna, FN 34853 f

**Proposals for resolutions of the Management Board and the Supervisory Board for the
138th ordinary shareholders' meeting
on 29 May 2018**

1 item on the agenda:

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

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 2017 state a net profit of EUR 32,046,431.38. 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 2017 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 7 June 2018; Record Date Dividend is 6 June 2018; Ex-Dividend Date is 5 June 2018.

3 item on the agenda:

Resolution on the approval of the actions of the members of the Management Board for the financial year 2017

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board who acted in financial 2017 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 2017**

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board who acted in the financial year 2017 be approved for that period.

5 item on the agenda:**Election of the auditor and group auditor for the financial year 2018**

Following a recommendation of the audit committee, the Supervisory Board proposes that BDO Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, 1100 Vienna, Am Belvedere 4, be elected auditors and group auditors for the financial year 2018.

6 item on the agenda:**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 of corresponding amendments to the articles of association**

The Management Board and the Supervisory Board propose that the following resolution be adopted:

1. The authorisation of the Management Board resolved in the General Meeting on 11 July 2013 pursuant to § 169 AktG to increase the share capital until 23 August 2018 by the residual amount of up to EUR 6,612,500 by means of issue of up to 6,612,500 no-par value bearer shares for contributions in cash and/or in kind, with or without subscription rights, is hereby revoked and replaced by the following new authorisation:
The Management Board is authorised pursuant to § 169 AktG, within five years of the registration in the Register of Companies of the authorisation resolved in the General Meeting on 29 May 2018, to increase the share capital of the Company with the approval of the Supervisory Board by up to EUR 4,364,250 by means of issue of up to 4,364,250 no-par value bearer shares for contributions in cash and/or in kind – also in several tranches – also by way of granting indirect subscription rights pursuant to § 153 Abs 6 AktG (authorised capital) and to determine, with the approval of the Supervisory Board, the issue price which must not be less than the calculated proportional amount in the share capital, the other issue terms, the subscription ratio and all further details of implementation. The Management Board is

authorised, with the approval of the Supervisory Board, to exclude subscription rights of shareholders in full or in part, (i) in case of a share capital increase for contributions in kind or (ii) in case of a share capital increase for contributions in cash if (A) the calculated pro-rata amount of share capital attributable to the newly issued shares for contributions in cash with excluded subscription rights does not exceed, in the aggregate, the limit of 10% (ten percent) of the total share capital at the time of making use of the authorisation, (B) the share capital increase is made to facilitate an over-allotment (greenshoe) option or (C) the share capital increase is made to compensate for fractional amounts.

The Supervisory Board is authorised to effect amendments to the articles of association resulting from any making use of above authorisation by the Management Board.“

2. The articles of association are amended in Article 4 Amount and Division of Capital; Authorised Capital paragraph 4 so that such paragraph reads as follows:

„(4) The Management Board is authorised pursuant to § 169 AktG, within five years of the registration in the Register of Companies of the authorisation resolved in the General Meeting on 29 May 2018, to increase the share capital of the Company with the approval of the Supervisory Board by up to EUR 4,364,250 by means of issue of up to 4,364,250 no-par value bearer shares for contributions in cash and/or in kind – also in several tranches – also by way of granting indirect subscription rights pursuant to § 153 Abs 6 AktG (authorised capital) and to determine, with the approval of the Supervisory Board, the issue price which must not be less than the calculated proportional amount in the share capital, the other issue terms, the subscription ratio and all further details of implementation. The Management Board is authorised, with the approval of the Supervisory Board, to exclude subscription rights of shareholders in full or in part, (i) in case of a share capital increase for contributions in kind or (ii) in case of a share capital increase for contributions in cash if (A) the calculated pro-rata amount of share capital attributable to the newly issued shares for contributions in cash with excluded subscription rights does not exceed, in the aggregate, the limit of 10% (ten percent) of the total share capital at the time of making use of the authorisation, (B) the share capital increase is made to facilitate an over-allotment (greenshoe) option or (C) the share capital increase is made to compensate for fractional amounts.

The Supervisory Board is authorised to effect amendments to the articles of association resulting from any making use of above authorisation by the Management Board.“

For additional reasoning and details in respect of the proposed resolution in relation to item 6 of the agenda, please see the report of the Management Board on the exclusion of subscription rights in the context of the authorisation of the Management Board to increase the share capital pursuant

to § 169 AktG for contributions in cash and/or in kind made pursuant to § 170 para 2 together with 153 para 4 AktG and published on the Company's website (www.porr-group.com).

7 item on the agenda:

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

The Management Board and the Supervisory Board propose that the following resolution be adopted:

The authorisation of the Management Board resolved in 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 is revoked and replaced by the following new authorisation:

The General Meeting authorises the Management Board for a period of 30 months from the date of the resolution pursuant to § 65 para 1 No.4 and No.8, para 1a and para 1b AktG, to acquire shares in the Company up to the statutory limit of 10%, also repeatedly, considering 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 unweighted 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 with exclusion of the proportional right of offer by shareholders. Furthermore, the Management Board is authorised to determine the conditions of any acquisition. This authorisation may be performed in full or in part in one or several tranches and for one or several purposes by the Company, a subsidiary pursuant to § 189a UGB or by third parties for the account of the Company. Trading in own shares as the purpose of the acquisition is excluded.

Vienna, April 2018

The Management Board

The Supervisory Board