

*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  
139<sup>th</sup> ordinary shareholders' meeting  
on 29 May 2019**

**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 2018**

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 2018 state a net profit of EUR 32,039,425.03. 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 2018 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 6 June 2019; Record Date Dividend is 5 June 2019; Ex-Dividend Date is 4 June 2019.

**3 item on the agenda:**

**Resolution on the discharge from liability of the members of the Management Board for the financial year 2018**

The Management Board and the Supervisory Board propose that the members of the Management Board who acted in financial 2018 are discharged from liability for that period.

**4 item on the agenda:****Resolution on the discharge from liability of the Supervisory Board members for the financial year 2018**

The Management Board and the Supervisory Board propose that the members of the Supervisory Board who acted in the financial year 2018 are discharged from liability for that period.

**5 item on the agenda:****Election of the auditor and group auditor for the financial year 2019**

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 2019.

**6 item on the agenda:****Election of new Supervisory Board members**

Pursuant to Article 9 (1) of PORR AG's Articles of Association the Supervisory Board shall consist of at least three and not more than twelve members elected by the shareholders' meeting.

The Supervisory Board of PORR AG currently consists of eight members appointed by the general shareholders' meeting (shareholder representatives) and four members appointed by the works council in in line with Section 110 Labour Constitutional Act.

Of the eight shareholder representatives, two are women and six are men, of the four employee representatives, four are men.

At the end of the upcoming ordinary shareholders' meeting the term of office of all members of the Supervisory Board elected by the shareholders' meeting will expire.

Eight members would now have to be elected at this shareholders' meeting in order to regain the previous number.

The Supervisory Board proposes, upon the recommendation of the nomination committee of the Supervisory Board, to hold elections for all eight positions on the Supervisory Board so that the Supervisory Board shall consist again of eight shareholder representatives elected by the shareholders' meeting after the shareholders' meeting to be held on 29 May 2019.

Since the majority of the shareholder representatives on the Supervisory Board raised an objection pursuant to Section 86 (9) Stock Corporation Act, the coming Annual General Meeting will not be

devoted to the overall fulfilment but to the separate fulfilment of the minimum quota requirements pursuant to Section 86 (7) Stock Corporation Act. In order to comply with the minimum quota requirements pursuant to Section 86 (7) Stock Corporation Act, at least two of the eight mandates to be filled must be staffed with women and at least two with men.

The following election proposals of the Supervisory Board, based on the recommendation of the nomination committee of the Supervisory Board, have been prepared on the basis of the requirements set forth in Section 87 (2a) Stock Corporation Act and of the Corporate Governance Code.

The Supervisory Board proposes that Ms. Iris Ortner, born on 31 August 1974, Ms. Susanne Weiss, born on 15 April 1961, and Messrs. Karl Pistotnik, born on 12 August 1944, Klaus Ortner, born on 26 June 1944, Robert Grüneis, born on 22 May 1968, Bernhard Vanas, born on 10 July 1954, Thomas Winischhofer, born on 26 May 1970, and Walter Knirsch, born on 8 February 1945, shall be elected with effect as of the end of this shareholders' meeting, until the end of the shareholders' meeting which resolves upon the discharge from liability for the financial year 2020.

Each vacant position (eight positions) will be voted separately at the upcoming shareholders' meeting.

Ranking the persons proposed for the specific positions is reserved.

Each of the persons proposed must make a statement pursuant to Section 87 (2) Stock Corporation Act, which will be available at the company's website, in particular to the effect that

1. all circumstances in connection with Section 87 (2) Stock Corporation Act were disclosed and that in the proposed individual's judgement there are no circumstances that could cast doubt on his/her impartiality,
2. the individual proposed has not been convicted in a non-appealable manner for an offence punishable by court, in particular an offence that affects his/her job-related conduct/reliability as defined in the third sentence of Section 87 para. 2a Stock Corporation Act, and
3. no impediments to his/her appointment as defined in Section 86 para. 2 and para. 4 Stock Corporation Act exist.

The nomination committee of the Supervisory Board prepared this proposal and paid attention to the professional and personal qualifications of the member as well as to the balanced composition of the Supervisory Board when submitting the proposal within the meaning of Section 87 (2a) Stock Corporation Act and took appropriate account of aspects of the diversity of the Supervisory Board with regard to the representation of both sexes and the age structure as well as the internationality of the members.

Regarding the election the shareholders' meeting will be bound by the election proposals. Proposals for election of Supervisory Board members, including the statements as defined in Section 87 (2) Stock Corporation Act of every individual proposed, must be made available on the company's website at the latest by 22 May 2019; otherwise the individual concerned shall not be allowed to stand for election. The same applies to election proposals made by shareholders pursuant to Section 110 Stock Corporation Act, which must be received by the Company in writing at the latest by 20 May 2019; for more details and the prerequisites for such election proposals to be taken into consideration please refer to the "Information on the shareholders' rights as defined in Sections 109, 110, 118 and 119 Stock Corporation Act/Resolution proposals of shareholders as defined in Section 110 Stock Corporation Act".

**7 item on the agenda:**

**Resolution on the determination of the remuneration of the Supervisory Board**

The Management Board and the Supervisory Board propose on this item of the agenda that the shareholders' meeting shall pass the following resolution:

The shareholders' meeting resolves on the determination of the fixed remuneration of all members of the Supervisory Board for the period starting at the beginning of the financial year 2019 until the shareholders' meeting resolves on a new determination, where the annual fixed remuneration of the chairman of the Supervisory Board shall amount to EUR 50,000.00, the annual fixed remuneration of the deputy chairman of the Supervisory Board shall amount to EUR 40,000.00, and the annual fixed remuneration of the other members of the Supervisory Board shall amount to EUR 30,000.00. Furthermore, the additional attendance fee of EUR 1,500.00 per meeting of the Supervisory Board or of one of its committees shall apply with effect as of the resolution passed by the shareholders' meeting. Those members of the Supervisory Board who are not resident in Austria shall receive in addition a reimbursement of the Austrian taxes withheld at source. The fixed remuneration shall be due and payable once a year in arrears within 4 weeks after the annual general meeting respectively. The attendance fee shall be payable respectively within four weeks after a meeting of the Supervisory Board.

Vienna, April 2019

The Management Board

The Supervisory Board