

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

**PORR AG**

**Vienna, FN 34853 f**

**Proposals for resolutions of the Management Board and the Supervisory Board for the  
140<sup>th</sup> Annual General Meeting  
on 28 May 2020**

**On item 1 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 2019**

No resolution on this item of the agenda is required, as the presentation of the aforementioned documents only serves to inform the Annual General Meeting.

The annual financial statements for 2019 have already been approved and adopted by the Supervisory Board.

**On item 2 on the agenda:**

**Resolution on the appropriation of the net profit**

The annual financial statements as at 31 December 2019 state a net profit of EUR 11,741,894.49. The Management Board and the Supervisory Board propose to pay out no dividends for the 2019 business year and to carry the entire net retained profits forward to new account.

**On item 3 on the agenda:**

**Resolution on the discharge from liability of the members of the Management Board for the financial year 2019**

The Management Board and the Supervisory Board propose that the members of the Management Board who acted in the financial year 2019 are discharged from liability for that period.

**On item 4 on the agenda:****Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2019**

The Management Board and the Supervisory Board propose that the members of the Supervisory Board who acted in the financial year 2019 are discharged from liability for that period.

**On item 5 on the agenda:****Election of the auditor and group auditor for the financial year 2020**

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 2020.

**On item 6 on the agenda:****Resolution on the remuneration policy**

The Supervisory Board proposes that the remuneration policy prepared by the Supervisory Board, as attached to the proposals for resolutions for the 140<sup>th</sup> Annual General Meeting of PORR AG as Annex ./1 and made available on the website registered with the companies register, be adopted.

Pursuant to Section 78a in conjunction with Section 98a of the Stock Corporation Act, the Supervisory Board of a publicly listed company must prepare the principles for the remuneration of the members of the Management Board and the Supervisory Board (remuneration policy). The remuneration policy must be submitted to the Annual General Meeting for a resolution at least every fourth financial year (as well as in the case of any significant change). In the case of PORR AG this is required for the first time at the Annual General Meeting on 28 May 2020. The resolution at the Annual General Meeting on remuneration policy is of a recommendatory nature. The resolution is not contestable (Section 78b para 1 of the Stock Corporation Act). The Supervisory Board must make a proposal for a resolution on the remuneration policy in accordance with Section 108 para 1 of the Stock Corporation Act. Pursuant to Section 108 para 4 No 4 of the Stock Corporation Act, the Supervisory Board's proposed resolution and the remuneration policy must be made available on the website registered with the companies register from the 21<sup>st</sup> day before the Annual General Meeting. At its meeting on 2 April 2020, the remuneration committee of PORR AG developed the remuneration policy and proposed a corresponding recommendation to the Supervisory Board.

On this basis, the Supervisory Board of PORR AG, at its meeting of 23 April 2020, prepared the remuneration policy regarding the principles for the remuneration of the members of the

Management Board and the Supervisory Board in accordance with Section 78a in conjunction with Section 98a of the Stock Corporation Act.

The remuneration policy will be made available on the PORR AG website registered with the companies register, [www.porr-group.com](http://www.porr-group.com), no later than 07 May 2020 (the 21<sup>st</sup> day before the AGM).

**On item 7 on the agenda:**

**Resolution on the revocation of the authorisation of the Management Board by resolution of the General Meeting on 29 May 2018 to acquire shares in the Company pursuant to Section 65 para 1 No 4 and No 8 as well as para 1a and para 1b AktG together with the resolution on a new authorisation of the Management Board to acquire shares in the Company pursuant to Section 65 para 1 No 4 and No 8 as well as para 1a and para 1b AktG both 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, and resolution on the authorisation of the Management Board to redeem shares in the Company.**

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 29 May 2018 to acquire shares in the Company pursuant to Section 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 Section 65 para 1 No 4 and No 8 as well as 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 1.00 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 respective repurchase conditions of any acquisition, whereby the Management Board shall publish its relevant resolution and the respective repurchase programme based thereon, including its duration, in accordance with the statutory provisions (in each case). 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 Section 189 a UGB or by third parties for the account of the Company. Trading in own shares as the purpose of the acquisition is excluded. Finally, the Management Board is authorised, without further approval by the Annual General Meeting, to cancel shares in the Company (own shares) with the approval of the

Supervisory Board. The Supervisory Board is authorised to resolve on amendments to the Articles of Association resulting from a cancellation of own shares.

Vienna, April 2020

The Management Board

The Supervisory Board