



**FURTHER INFORMATION ON THE RIGHTS OF SHAREHOLDERS PURSUANT TO SECTIONS 109, 110, 118 AND 119 OF THE STOCK CORPORATION ACT, IN PARTICULAR WITHIN THE MEANING OF THE CORPORATE COVID-19-ACT AND THE CORPORATE COVID-19-REGULATION, THE PROCEDURE OF THE GENERAL MEETING AND INFORMATION ON THE PROTECTION OF SHAREHOLDERS' DATA**

**TRANSMISSION OF THE ANNUAL GENERAL MEETING ON THE INTERNET**

In accordance with Section 3 (4) COVID-19-Regulation in conjunction with Section 102 (4) Stock Corporation Act, the Annual General Meeting is broadcast in full in video and audio in real time on the Internet.

All shareholders of the Company can follow the Annual General Meeting on **28 May 2020** from approx. 9:00 a.m. on the Internet at <https://porr-group.com/GM140-2020> as a virtual Annual General Meeting using appropriate technical aids.

The transmission of the Annual General Meeting on the Internet gives all shareholders who so wish the opportunity to follow the course of the Annual General Meeting in real time through this acoustic and optical connection and to follow the presentation by the Management Board and the answers to shareholders' questions.

Special attention is drawn to the fact that this live transmission as a virtual Annual General Meeting does not enable remote participation (Section 102 (3) No 2 of the Stock Corporation Act) and remote voting (Section 102 (3) No 3 of the Stock Corporation Act and Section 126 of the Stock Corporation Act).

It is also pointed out that the Company is only responsible for the use of technical means of communication to the extent that these are attributable to its sphere of influence.

**APPOINTMENT OF A SPECIAL PROXY HOLDER AND THE PROCEDURE TO OBSERVED THEREBY**

Every shareholder who is entitled to participate in the virtual General Meeting in accordance with the COVID-19-Act and the COVID-19-Regulation and has evidenced this to the company in accordance with the stipulations in item IV. of the convening notice, has the right to appoint a special proxy.

According to section 3 para 4 COVID-19-Regulation, only one of the special proxies can be used to propose a resolution, to vote and to raise an objection in this virtual general meeting of PORR AG on 28 May 2020.

The following individuals, who are suitable and independent of the Company, are proposed as special proxies:

- (i) Dr. Michael Knap  
c/o IVA, Interessenverband für Anleger  
Feldmühlgasse 22  
A-1130 Vienna  
Tel.: +43 (0) 664 2138740  
E-Mail: [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at)
  
- (ii) Dr. Ulla Reisch  
c/o Urbanek Lind Schmied Reisch Rechtsanwälte OG  
Landstraßer Hauptstraße 1A  
Ebene 07, Top 09  
A-1030 Vienna  
Tel: +43 1 212 55 00  
E-Mail: [reisch@ulsr.at](mailto:reisch@ulsr.at)
  
- (iii) Dr. Tibor Varga  
c/o DORDA Rechtsanwälte GmbH  
Universitätsring 10  
A-1010 Vienna  
Tel.: +43 1 533 47 95-28  
E-Mail: [tibor.varga@dorda.at](mailto:tibor.varga@dorda.at)
  
- (iv) Hon.-Prof. Dr. Irene Welser  
c/o CERHA HEMPEL Rechtsanwälte GmbH  
Parkring 2  
A-1010 Vienna  
Tel.: +43 (0) 664 15 65 093  
E-Mail: [irene.welser@cerhahempel.com](mailto:irene.welser@cerhahempel.com)

Each shareholder may select one of the four individuals named above as his or her special proxy and grant this person proxy.

The granting of a proxy to another person is not permissible within the meaning of COVID-19-Regulation and is therefore invalid.

Express reference is made to the fact that the special proxy authorized by the shareholder does not accept any instructions to ask questions or read out speeches. The right to information can rather be exercised by shareholders themselves by means of electronic communication, namely by sending

questions in text form by e-mail directly to the Management Board in accordance with item VI, subitem 3 of the invitation.

**It is recommended to contact the special proxy authorized by the shareholder in good time if the special proxy authorized by the shareholder is to be instructed to submit proposals for resolution and/or to raise an objection in the virtual general meeting on one or more items on the agenda.**

You are expressly requested to provide your e-mail address and a password when granting a proxy in order to enable or facilitate in a suitable manner the verification of the identity of the respective shareholder by the special proxy when communicating at a later date, in particular during the Annual General Meeting by e-mail.

To grant a proxy, a respective proxy form can be obtained from the company's website at [www.porr-group.com/gm](http://www.porr-group.com/gm). Please read this proxy form carefully.

In your interest, the proxies should be received at the latest by **27 May 2020, 4:00 p.m., CEST**, Vienna time, at the corresponding e-mail address of your special proxy named below:

- (i) [knap.porr@hauptversammlung.at](mailto:knap.porr@hauptversammlung.at)
- (ii) [reisch.porr@hauptversammlung.at](mailto:reisch.porr@hauptversammlung.at)
- (iii) [varga.porr@hauptversammlung.at](mailto:varga.porr@hauptversammlung.at)
- (iv) [welser.porr@hauptversammlung.at](mailto:welser.porr@hauptversammlung.at)

This type of transmission means that only the special proxy selected and authorized by you, and not one of the other proxies, has direct access to the proxy.

However, a personal handover of the proxy to the special proxy at the place of assembly is expressly excluded for the purpose of safeguarding the special measures based on COVID-19.

Furthermore, the following communication channels and addresses are available for the transmission of proxies to the special proxies:

By post or courier:

HV-Veranstaltungsservice GmbH

Reference: PORR HV

Köppel 60

8242 St. Lorenzen/Wechsel

Austria

By telefax:

+43 (0)1 8900 500-64

Via SWIFT: GIBAATWGGMS

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

In the interest of smooth processing, we ask you to always use the forms provided.

Details regarding the authorization, in particular the text form and the content of the authorization, are set out in the proxy form provided to the shareholders.

The above provisions on the granting of the proxy shall apply mutatis mutandis to the revocation of the proxy.

#### **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 annual general 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 proposal for resolution must have been shareholders for at least three months prior to the date of the proposal for resolution. Such a shareholder request shall only be taken into consideration if received by the Company in writing by **7 May 2020** (midnight CET, local Vienna time).

Such requests from shareholders shall exclusively be addressed to

PORR AG

Abteilung 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 confirmation as defined in Section 10a Stock Corporation Act.

#### **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 annual general 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 **18 May 2020** (midnight CET, local Vienna time).

Such requests from shareholders shall exclusively be addressed to

PORR AG

Abteilung Konzernmanagement

Absberggasse 47

1100 Vienna

Austria

or

by Telefax: +43 (0)50626 44 16

or

by E-Mail: [office.km@porr.at](mailto:office.km@porr.at), where the request is to be attached to the e-mail in text form, e.g. as a PDF

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

Proof of share ownership for the exercise of this shareholder right must be provided by submitting a deposit certification in accordance with § 10a Stock Corporation Act.

#### **Deposit confirmation pursuant to Section 10a Stock Corporation Act**

The deposit confirmation 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 confirmation 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 of such legal entity's home state,
- 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 confirmation refers.

Deposit confirmations as evidence of the shareholding for attending shareholders' meetings must refer to the Record Date stated above, 18 May 2020 (midnight CET, local Vienna time).

Deposit confirmations must be in German or in English. The deposit confirmation must be issued in writing.

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

By post or courier:

PORR AG  
c/o HV-Veranstaltungsservice GmbH  
Köppel 60  
8242 St. Lorenzen/Wechsel  
Austria

By telefax:

+43 (0) 1 8900 500-64

By e-mail:

[anmeldung.porr@hauptversammlung.at](mailto:anmeldung.porr@hauptversammlung.at)

(Transmission of deposit confirmation in PDF format)

Via SWIFT:

GIBAATWGGMS

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

The deposit confirmation 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 confirmation 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 confirmations 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.

### **QUESTION AND INFORMATION RIGHT OF SHAREHOLDERS**

Explicit reference is made to the fact that the right to information pursuant to Section 118 Stock Corporation Act can also be exercised by the shareholders themselves during the virtual Annual General Meeting in accordance with the stipulations in this information, as detailed below.

Notwithstanding the foregoing, shareholders are requested to submit all **questions** in text form by e-mail to [vorstand@porr.at](mailto:vorstand@porr.at) in good time so that they reach the Company no later than on the second working day prior to the Annual General Meeting, which is Tuesday, **26 May 2020**.

This will enable the Management Board to prepare as accurately as possible and to answer the questions you ask at the Annual General Meeting as quickly as possible.

Please use the question form, which is available on the Company's website at [www.porr-group.com/gm](http://www.porr-group.com/gm).

### **CONDUCT OF THE VIRTUAL GENERAL MEETING**

Shareholders also have the opportunity during the Annual General Meeting to submit their questions to the Company electronically in text form within a certain time window after the opening of the Annual General Meeting.

At the Annual General Meeting these questions are read out by the Chairman or a person designated by the Chairman.

Please use a simple e-mail to the address [vorstand@porr.at](mailto:vorstand@porr.at). In this simple e-mail, the person submitting the statement must be named (name/company name, date of birth/companies register

number of the shareholder) and the conclusion of the statement must be made recognizable by reproducing the signature of the name or otherwise (§ 13 para 2 Stock Corporation Act) in order to enable the company to verify the identity and conformity with the deposit confirmation. In this case, however, you are welcome to complete the question form provided on the website and send it as a PDF file.

The shareholders thus have the opportunity to react to developments at the Annual General Meeting themselves, for example by asking a question or asking additional questions.

The chairman of the Annual General Meeting will structure the course of the Annual General Meeting in terms of time, as he does for an attendance meeting, and in particular announce a specific time by which questions can be asked.

Shareholders also have the opportunity to amend their instructions, in particular with regard to the **submission of new proposals, the casting of votes or changes to their instructions regarding the casting of votes** on one or more items on the agenda, but also the **raising of objections** to one or more items on the agenda to the respective special proxy, even during the Annual General Meeting up to a certain point in time. For this purpose, please use a simple e-mail to the e-mail address of your special proxy to which you have also sent the proxy:

- (i) [knap.porr@hauptversammlung.at](mailto:knap.porr@hauptversammlung.at) or
- (ii) [reisch.porr@hauptversammlung.at](mailto:reisch.porr@hauptversammlung.at) or
- (iii) [varga.porr@hauptversammlung.at](mailto:varga.porr@hauptversammlung.at) or
- (iv) [welser.porr@hauptversammlung.at](mailto:welser.porr@hauptversammlung.at).

In this simple e-mail, the person of the declaring party (name/company, date of birth/company register number of the shareholder) must be named and the conclusion of the declaration must be made recognizable by reproducing the name signature or otherwise (Section 13 para 2 Stock Corporation Act) in order to enable the special proxy to determine the identity and conformity with the proxy. Please note that during the General Meeting, in all probability only electronic communication with your proxy will be possible and that, in particular, it will not be possible to reach the special proxy by telephone.

Also the time up to which instructions regarding proposals, voting and objections are possible will be determined by the chairman in the course of the General Meeting.

It is pointed out that it may be necessary to interrupt the virtual General Meeting for a short time in order to securely process the shareholders' instructions to the special proxies received during the General Meeting.



Within the context of the above-mentioned communication channels and participation opportunities, the Management Board endeavours to ensure that the shareholders are given the highest possible quality of decision-making. See also the above comments on the "Conduct of the Annual General Meeting".

#### **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. The prerequisite for this is proof of eligibility to participate as defined in the convening notice. However, in accordance with COVID-19-Regulation, shareholders may only exercise the right to make motions through a special proxy who will make any such motion in the virtual General Meeting in place of the shareholder.

#### **INFORMATION ON DATA PROTECTION FOR SHAREHOLDERS**

PORR AG processes the personal data of shareholders (in particular those in accordance with section 10a para 2 Stock Corporation Act, i.e. name, address, date of birth, number of the securities deposit account, number of shares held by the shareholder, class of shares if applicable, number of the voting card and, if applicable, name and date of birth of the proxy/proxies) on the basis of the applicable data protection regulations, in particular the European General Data Protection Regulation (GDPR) and the Austrian Data Protection Act, in order to enable shareholders to exercise their rights at the Annual General Meeting. The processing of shareholders' personal data is mandatory for the participation of shareholders and their proxies in the Annual General Meeting pursuant to the Stock Corporation Act.

Information on data protection can be found in the information sheet Shareholder Data - Data Protection on the Company's website at [www.porr-group.com/gm/data](http://www.porr-group.com/gm/data).