

English translation of original German version for convenience purposes only.

Comparison of Section 4 of the Articles of Association of PORR AG

Current Version		New Version
<b>Article 4</b>		<b>Article 4</b>
<b>Amount and Division of the Capital; Authorised Capital</b>		<b>Amount and Division of the Capital; Authorised Capital</b>
(1) The Company's share capital amounts to EUR 29,095,000 (twenty-nine million ninety five thousand euros).		(1) The Company's share capital amounts to EUR 29,095,000 (twenty-nine million ninety five thousand euros). [UNCHANGED]
(2) The share capital is divided into 29,095,000 (twenty-nine million ninety five thousand) no-par value shares.		(2) The share capital is divided into 29,095,000 (twenty-nine million ninety five thousand) no-par value shares. [UNCHANGED]
(3) Every no-par value share represents an equal share in the share capital.		(3) Every no-par value share represents an equal share in the share capital. [UNCHANGED]
(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,		(4) The Management Board is authorised pursuant to Section 169 of the Stock Corporation Act, within five years from the date of registration of the authorisation resolved at the Annual General Meeting of 27 May 2021 with the Companies Register to increase the share capital of the Company, with the consent of the Supervisory Board, by up to EUR 10,183,250 by issuing up to 10,183,250 no-par-value bearer shares against contributions in cash and/or in kind - in several tranches, if necessary - also by way of granting indirect subscription rights pursuant to Section 153 Paragraph 6 of the Stock Corporation Act (authorised capital) as well as, with the consent of the Supervisory Board, to determine the issue price, which must not be less than the pro rata amount of the share capital, the terms of issue, the subscription ratio and the further details of the implementation. The Management Board is authorised, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights in whole or in part, (i) in case of a share capital increase against contributions in kind, or (ii) in case of a share capital increase against contributions in cash, if (A) the calculated pro-rata amount of the Company's share capital attributable to the shares newly issued against contributions in cash under exclusion of subscription

<p>(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.</p> <p>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.</p>		<p>rights does not exceed, in the aggregate, the limit of 10% (ten percent) of the Company's total share capital at the time the authorisation is exercised, or (B) the subscription right is excluded for the purpose of facilitating an over-allotment option (Greenshoe) in the event of a share capital increase, or (C) the subscription right is excluded for the purpose of compensating fractional amounts.</p> <p>The Supervisory Board is authorised to adopt amendments to the Articles of Association resulting from making use of this authorisation of the Management Board.</p>
---	--	--