



**Information concerning the organisational and technical requirements  
for participation in the 141<sup>th</sup> Annual General Meeting  
as virtual Annual General Meeting at 9:00 a.m., Vienna time, on Thursday, 27 May 2021**

The announcement of the convocation of the 141<sup>th</sup> Annual General Meeting of PORR AG on Thursday, **27 May 2021, at 9:00 a.m., Vienna time**, was made on **27 April 2021**.

**To be held as Annual General Meeting**

In order to protect the shareholders and other participants, the Management Board has decided to make use of the legal regulation to hold a virtual Annual General Meeting.

The 141<sup>th</sup> Annual General Meeting of PORR AG on **27 May 2021** will be conducted as a “virtual Annual General Meeting” pursuant to the Corporate COVID-19-Act ("COVID-19-GesG") as amended, and, based thereon, the Corporate COVID-19-Regulation ("COVID-19-GesV") as amended.

This means that the shareholders cannot be physically present at the 141<sup>th</sup> Annual General Meeting of PORR AG on 27 May 2021, and thus their health will not be put at risk.

The Annual General Meeting will be held in the physical presence of the Supervisory Board Chairman, the Chairman of the Management Board and the other Management Board members, the certifying notary public and the four special voting proxy holders at Absberggasse 47, 1100 Vienna.

By holding a virtual Annual General Meeting, both the interests of the Company and the interests of the shareholders are taken into account in the best possible way in the opinion of the Management Board.

We wish to point out expressly that it is **not possible for shareholders to come to the location of the Annual General Meeting themselves**.

**Annual General Meeting Broadcast on the internet**

The virtual Annual General Meeting will be broadcast in full on the internet so that all shareholders of the Company can follow it at <https://porr-group.com/GM141-2021> as of **9:00 a.m., Vienna time, on 27 May 2021**.

As the Annual General Meeting will be broadcast **on the internet**, all shareholders will be able to **attend the Annual General Meeting** in real time via this one-way audiovisual connection if they wish and also follow the Management Board’s presentation and the answers to shareholders’ questions. There is no need to register or log in.

The technical requirements on the part of the shareholders are suitable high-speed internet access or a high-speed internet connection as well as an internet-compatible device with internet browser that is suitable for HTML5 with Javascript activated and able to play audiovisual broadcasts (e.g. PC, laptop, tablet or smartphone, or similar).

**Exercise of the right to vote, to file requests and to raise objections only possible through special voting proxy holders**

Pursuant to Section 3 (4) COVID-19-GesV, it is only possible to file a request, vote and raise an objection during this virtual Annual General Meeting of PORR AG on **27 May 2021**, through one of the special voting proxy holders stated below, each of which is independent of the Company and whose costs are borne by the Company.

Each shareholder who is entitled to take part in the Annual General Meeting and has provided proof thereof according to the stipulations in the convening notice (on this topic please refer to item IV. of the convening notice) has the right to appoint **one of the following special voting proxy holders to exercise the voting right, the right of request and the objection right.**

- (i) Dr. Michael Knap  
c/o IVA, Interessenverband für Anleger  
Feldmühlgasse 22  
1130 Vienna  
e-mail: [knap.porr@hauptversammlung.at](mailto:knap.porr@hauptversammlung.at)
  
- (ii) Dr. Ulla Reisch  
c/o Urbanek Lind Schmied Reisch Rechtsanwälte OG  
Landstraßer Hauptstraße 1A  
Ebene 07, Top 09  
1030 Vienna  
e-mail: [reisch.porr@hauptversammlung.at](mailto:reisch.porr@hauptversammlung.at)
  
- (iii) Mag. Gernot Wilfling  
c/o Müller Partner Rechtsanwälte GmbH  
Rockgasse 6  
1010 Vienna  
e-mail: [wilfling.porr@hauptversammlung.at](mailto:wilfling.porr@hauptversammlung.at)
  
- (iv) Hon.-Prof. Dr. Irene Welser  
c/o CERHA HEMPEL Rechtsanwälte GmbH  
Parkring 2  
1010 Vienna  
e-mail: [welser.porr@hauptversammlung.at](mailto:welser.porr@hauptversammlung.at)

In order to ensure that this matter is handled smoothly, we kindly ask shareholders to make use of the proxy form and the proxy withdrawal form provided on the Company's **website at [www.porr-group.com](http://www.porr-group.com)**.

**In order to verify your identity as shareholder**, we kindly ask you to enter the e-mail address that you will use to send instructions, requests or objections to the special voting proxy holder or for questions and speeches to the Company in the field provided in the proxy form.

In your own interest, **proxies** should arrive not later than **4:00 p.m., Vienna time, on 25 May 2021**, via one of the following means of communication:

Proxies to the special voting proxy holders can be sent **by e-mail to the above mentioned address of the person you have chosen**. By using this form of transfer, the special voting proxy holder you have chosen has direct access to the proxy.

Furthermore, the following means of communication and addresses are available for sending the proxies:

**By mail or courier**

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

**By fax:**

+43 (1) 8900 500 - 64

Also possible by SWIFT by financial institutions according to Section 114 (1) sentence 4 of the Austrian Stock Corporation Act:

GIBAATWGGMS  
(Message Type MT598 or MT599,  
always state ISIN AT0000609607  
in the text)

It is expressly forbidden to hand over the proxy personally at the meeting location.

If **someone else is appointed as proxy**, please note that there must be an **effective chain of authorisations** (sub-proxy) to ensure that one of the four special voting proxy holders is authorised to exercise the voting right, the right of request and the objection right at the Annual General Meeting itself. Pursuant to Section 3 (4) COVID-19-GesV, it is not possible to authorise someone other than one of the four special voting proxy holders for exercise of these rights at the Annual General Meeting. However, it is **permitted to appoint another person to exercise** other rights, particularly the **right to information and to speak**.

The above regulations on the granting of a proxy apply mutatis mutandis to withdrawal of the proxy. If the proxy is revoked after **4:00 p.m., Vienna time, on 25 May 2021**, we recommend sending the revocation by e-mail to the special voting proxy holder concerned or by fax, otherwise there will be no guarantee that it will arrive in time.

### **Instructions to special voting proxy holders**

The special voting proxy holders will only exercise the voting right, the right of request and the objection right if instructed to do so. If there are no instructions concerning a resolution, the special voting proxy holder will abstain from the vote. The special voting proxy holder will also abstain from the vote on requests on which the instructions are unclear (e.g. FOR and AGAINST the same request at the same time).

The shareholders are requested to issue their instructions to the special voting proxy holder selected in the section of the proxy form provided for this purpose, which can be downloaded from the Company's website at [www.porr-group.com](http://www.porr-group.com) as of 6 May 2021 at the latest. A form for issuing the instructions is available on the Company's website at [www.porr-group.com](http://www.porr-group.com) together with the special voting proxy. We kindly ask you to send the instructions **by e-mail** to the above mentioned address of the special voting proxy holder you have chosen. By using this form of transfer, the special voting proxy holder you have chosen has direct access to the instructions.

The **instructions can be issued together with the proxy or later**. Instructions for the exercise of the voting right, the right of request and the objection right can be issued before or **during the Annual General Meeting up to the time determined by the Chairman in each case**. The shareholders are able to amend instructions already issued or issue new instructions up to this time.

As the special voting proxy holder cannot guarantee that **contact** by phone will be possible **during the Annual General Meeting** due to the potentially large number of simultaneous attempts to contact the special voting proxy holder, **only e-mail** to the above mentioned e-mail address of your special voting proxy holder can be used as the means of communication.

Each e-mail must contain the name of the shareholder (name/company name, date of birth/companies' register number) and indicate the end of the statement by a facsimile of the person's signature or by other means, e.g. stating the name or company name (Section 13 (2) of the Austrian Stock Corporation Act). In order to enable the special voting proxy holder to establish the identity and conformity with the deposit receipt, we kindly request you to also state your deposit account number in the e-mail in this case.

It is to be noted that it may be necessary to interrupt the virtual Annual General Meeting briefly in order to safely process the shareholders' instructions arriving during the Annual General Meeting for the special voting proxy holders.

### **Right to information and to speak of the shareholders**

Each shareholder shall, upon request, receive information at the Annual General Meeting on matters concerning the Company to the extent that such information is necessary in order to properly evaluate an item on the agenda.

The **right to information and to speak can only be exercised in the form of electronic mail by sending an e-mail to the address [fragen.porr@hauptversammlung.at](mailto:fragen.porr@hauptversammlung.at) set up for this purpose**, provided that the shareholders have submitted a deposit receipt within the meaning of Section 10a of the Austrian Stock Corporation Act in due time and have authorised a special voting proxy holder. Please use the **question form**, which will be available on the Company's website at [www.porr-group.com](http://www.porr-group.com) as from **6 May 2021** at the latest, and attach the completed and signed form to the e-mail.

If you send your questions or speeches **without using the question form**, you must **state the identity of the shareholder** (name/company name, date of birth/companies' register number) and indicate the end of the statement by a **facsimile of the person's signature** or by other means, e.g. stating the name or company name (Section 13 (2) of the Austrian Stock Corporation Act). In order to enable the company to establish the identity and conformity with the deposit receipt, we kindly request you to **also state your deposit account number** in the e-mail in this case.

If the right to information or to speak is exercised by an authorised representative, proof of proxy must also be provided in writing. Please note that the **special voting proxy holders cannot be authorised to exercise the right to information and/or to speak**.

The shareholders are **requested to send their questions beforehand in text form by e-mail to [fragen.porr@hauptversammlung.at](mailto:fragen.porr@hauptversammlung.at)**, in due time so that they are received by the Company no later than **21 May 2021**. This will enable the Management Board to prepare as carefully as possible and to answer your questions as quickly as possible. This serves to maintain the efficiency of the meeting in the interest of all participants who want to follow the Annual General Meeting from the beginning to the casting of votes.

**During the Annual General Meeting**, the shareholders can also send their questions and speeches to the Company by electronic means, exclusively in writing by e-mail directly to the Company's e-mail address [fragen.porr@hauptversammlung.at](mailto:fragen.porr@hauptversammlung.at). Please note that **the Chairman can define time limits for this during the Annual General Meeting**.

To that effect, the Chairman can – if necessary – order and point out specifically that the shareholders' written statements must not exceed a defined length, if their reading out is applied for. In case of exceedance, the text can be correspondingly shortened by the Chairman or the Management Board member reading out the shareholder's statement in the Annual General Meeting, provided that the shareholder does not shorten the text him-/herself.

Pursuant to Section 118 of the Austrian Stock Corporation Act and in view of the above, the shareholders' questions of the shareholders received by the Company will in principle be read out and answered during the Annual General Meeting.

### **Convening Notice**

Furthermore, we refer you to the terms of the convening notice dated **27 April 2021**, especially relating to the requirement to send the deposit receipt in due time for exercise of shareholders' rights at the virtual Annual General Meeting on **27 May 2021**.

The Management Board