



PORR AG

Vienna, FN 34853 f

Proposals for resolutions of the Management Board and the Supervisory Board for the 143rd Annual General Meeting on 28 April 2023

On item 1 of the agenda:

Presentation of the annual financial statements including the management report and the consolidated financial statements including the group management report (comprising the non-financial statement) each as of 31 December 2022, the proposal for appropriation of the profit, the report made by the Supervisory Board for the financial year 2022, the (consolidated) report on payments to government entities as well as the (consolidated) corporate governance report

No resolution on this item of the agenda is required.

On item 2 of the agenda:

Resolution on the appropriation of the net profit

The annual financial statements as at 31 December 2022 state a net profit of EUR 23,643,872.57 The Management Board and the Supervisory Board therefore propose that the net profit of PORR AG stated in the annual financial statements as at 31 December 2022 be appropriated as follows:

Distribution of a dividend of EUR 0.60 per share entitled to a dividend, with the residual amount to be carried forward.

Dividend Payment Date for the financial year 2022 is 9 May 2023; Record Date Dividend is 8 May 2023; Ex-Dividend Date is 5 May 2023.

On item 3 of the agenda:

Resolution on the discharge from liability of the members of the Management Board for the financial year 2022

The Management Board and the Supervisory Board propose that the members of the Management Board holding office in the financial year 2022 be discharged from liability for that period.

On item 4 of the agenda:

Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2022

The Management Board and the Supervisory Board propose that the members of the Supervisory Board holding office in the financial year 2022 be discharged from liability for that period.

On item 5 of the agenda:

Election of the auditors and group auditors for the financial year 2023

The audit committee of the Supervisory Board has proposed to the Supervisory Board to have a joint audit conducted and to elect BDO Assurance GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft together with Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. or PwC Wirtschaftsprüfung GmbH as auditors and group auditors for the financial year 2023. The audit committee's proposal for the election of the auditors and group auditors for the financial year 2023 was preceded by a public tender procedure pursuant to Art 16 AP-VO, in which the offers received were evaluated according to transparent and non-discriminatory selection criteria and on which the recommendation of the audit committee was based. The audit committee has recommended Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. and PwC Wirtschaftsprüfung GmbH to the Supervisory Board for the joint audit with BDO Assurance GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft for the audit services mentioned, stating a founded preference for Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. as best ranked auditor. In its recommendation to the Supervisory Board, the audit committee stated that this recommendation was free from improper influence by third parties and that this does not impose any clause restricting the selection options of the Annual General Meeting.

The Supervisory Board proposes, in line with the recommendation and in accordance with the preference of the audit committee, to elect BDO Assurance GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, 1100 Vienna, Am Belvedere 4, and Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., 1220 Vienna, Wagramer Straße 19, for the joint audit as auditors and group auditors for the financial year 2023.

On item 6 of the agenda:

Resolution on the remuneration report for the financial year 2022

The Management Board and the Supervisory Board of a publicly listed company have to prepare a clear and comprehensible remuneration report for the remuneration of the members of the Management Board and the Supervisory Board pursuant to section 78c in conjunction with section 98a of the Austrian Stock Corporation Act (AktG).

This remuneration report shall provide a comprehensive overview of the remuneration granted or owed to current and former members of the Management Board and the Supervisory Board in the course of the last financial year within the framework of the remuneration policy (section 78a in conjunction with section 98a AktG), including all benefits in any form.

The Management Board and the Supervisory Board of PORR AG have agreed on a remuneration report in accordance with section 78c in conjunction with section 98a AktG in the meeting on March 28, 2023 and have made a proposal for a resolution in accordance with section 108 (1) AktG.

The Management Board and the Supervisory Board propose that the prepared remuneration report regarding the remuneration of the members of the Management Board and the Supervisory Board of PORR AG for the financial year 2022 shall be adopted.

The remuneration report for the financial year 2022 is attached to this resolution proposal as **Annex. /1.**

On item 7 of the agenda:

Resolution on a Long Term Incentive Program

The Management Board and the Supervisory Board propose the implementation of a Long Term Incentive Program 2023 ("LTIP") in line with the main points of the plan conditions (*Planbedingungen*) set out below, according to which the members of the Management Board and other executives (senior officers; *leitende Angestellte*) of the Company and its direct and indirect subsidiaries ("PORR Group") shall benefit from a positive economic development of the PORR Group. Members of the Supervisory Board shall not be beneficiaries of this LTIP. A resolution by the Annual General Meeting is sought with regard to C-Rule 28 of the Austrian Corporate Governance Code (*Österreichischer Corporate Governance Kodex - "ÖCGK"*); in the context of the "comply or explain" rules, C-Rule 28 of the ÖCGK provides that the Annual General Meeting may decide on stock option programs and share transfer programs in case members of the Management Board are also beneficiaries.

For further details, the Management Board and the Supervisory Board also refer to the report submitted by the Management Board and the Supervisory Board pursuant to section 95 (6) in conjunction with section 159 (2) no 3 of the Austrian Stock Corporation Act (AktG), which was published on the Company's website at www.porr-group.com/investor-relations/porr-aktie/corporate-actions on 13 March 2023, and propose that the Annual General Meeting shall adopt the following resolution:

1. Under the LTIP, Eligible Persons (as defined below) are promised the transfer of ordinary shares in the Company (ISIN AT0000609607) at the end of the term of the LTIP, provided that Performance Criteria (as defined below) set by the PORR Group within a period of three (3) years have been achieved and have resulted in annual Calculated Share Allotments (*Errechnete Aktienzuteilungen*) (as defined below).

"Performance Criteria": The relevant Performance Criteria for the LTIP are the EBT consolidated annual targets for 2023-2025 according to the medium-term plan announced to the Eligible Persons and resolved by the Supervisory Board of the Company in the Supervisory Board meeting on 1 December 2021.

2. The members of the Management Board of the Company and certain executives of the PORR Group determined by the Management Board of PORR ("**Eligible Persons**") who are in a valid employment or management board relationship with a company of the PORR Group as of the cut-off date of 28 April 2023 are entitled to participate. The Management Board of the Company is entitled to make an offer to further executives to participate in the LTIP, but only up to the intended maximum number of Company shares to be granted. In the event of a change or

expansion of the Management Board of PORR, the Supervisory Board shall be entitled to offer participation in the LTIP to new Management Board members (together with the other executives mentioned in the previous sentence, the "**Additional Eligible Persons**"), but in total only up to the maximum number of shares of the Company to be granted. Unless otherwise specified, the provisions for the Eligible Persons shall also apply to the Additional Eligible Persons.

A prerequisite for the participation of members of the Management Board of the Company in the LTIP is that they hold an appropriate proportion (*angemessener Eigenanteil*) of shares in the Company (ISIN AT0000609607) ("**Appropriate Proportion**"). An Appropriate Proportion of shares of the Company means that each member of the Management Board must have acquired at least 20,000 shares in the Company. The Appropriate Proportion of shares held by a member of the Management Board must be reached by the end of the term of the LTIP at the latest, whereby it is irrelevant for the achievement of the Appropriate Proportion whether the respective member of the Management Board acquires the relevant shares for the achievement of the Appropriate Proportion only during the term of the LTIP or already holds them. Shares in the Company already held by the respective Management Board member are therefore counted towards the Appropriate Proportion, as well as shares in the Company held by (a) companies in which the respective Management Board member is entitled to more than half of the votes and (b) private foundations of which the Management Board member is the founder (including non-exclusive founder) or beneficiary (including non-exclusive beneficiary). Failure to achieve the Appropriate Proportion of Company shares by the end of the term shall result in the forfeiture of the Calculated Share Allotments (*Errechnete Aktienzuteilungen*) for the respective Management Board member without compensation. The (beneficial) ownership in relation to the Appropriate Proportion of Company shares shall be proven by the Management Board members participating in the LTIP at the end of the term of the LTIP - at the latest immediately prior to the planned transfer of the shares (in the form of the submission of a deposit confirmation to the Group Management department of the Company or a service provider designated by the Company).

3. Participation in the LTIP is voluntary and takes place on the basis of the declaration of participation (**Teilnahmeerklärung**) to be submitted until the end of the term of the LTIP. Any Eligible Person wishing to participate in the LTIP must notify the Company thereof in writing between 2 May 2023 and 31 May 2023 using a template declaration of participation provided by the Company ("**Declaration of Participation**"). Declarations of Participation received by the Company after 31 May 2023 will not be considered.
4. The LTIP provides for the transfer of a maximum of 500,000 ordinary shares in the Company (ISIN AT0000609607); of these, a maximum of 200,000 shares will be allotted to the members of the Management Board of PORR - in the sense of a concrete allocation of the respective shares that

has not yet been determined. The actual allocation and transfer of shares to the Eligible Persons will take place at the end of the term of the LTIP on the basis of the respective Declarations of Participation and the annual Calculated Share Allotments upon fulfillment of the specific Performance Criteria.

5. If the Performance Criteria are met in a relevant financial year of PORR, the annual share allocation is calculated in the annual Allocation Amount (as defined below) in accordance with the Base Price (as defined below). The annual Calculated Share Allotment thereby corresponds to the respective annual Allocation Amount divided by the Base Price. If the Performance Criteria are not met in a relevant financial year, the entitlement acquired in other relevant financial years shall remain unaffected. If the Performance Criteria are not met in full in a relevant financial year, no Calculated Share Allotment shall be made in that financial year, not even on a pro rata basis.

"Allocation Amount": For the calculation of the amount of the entitlement of an Eligible Person to be granted shares under the LTIP, 25% of the Bonus Base Value (*Bonusbasiswert*) set forth in the relevant target agreement of the year 2023 shall be used as the LTIP Value. If, for example, the relevant Bonus Base Value of an Eligible Person is EUR 100,000, the LTIP Value will be a maximum of EUR 25,000 per year or a maximum of EUR 75,000 for three (3) years. In return, each LTIP participant's cash entitlement under his or her previous bonus or premium agreement shall be reduced by 10%. For the members of the Management Board of PORR participating in the LTIP, the maximum variable remuneration due in cash is reduced to 90% of the annual fixed remuneration.

"Base Price": The Base Price (exercise price) is the unweighted average of the closing prices of the Company's share on the Vienna Stock Exchange in the period from 29 March 2023 (inclusive) to 27 April 2023 (inclusive), but at least EUR 12.00. This Base Price is relevant for the calculation of the maximum number of shares to be granted per LTIP participant and thus also for the total number of shares required for the LTIP, whereby the total number is in any case limited to 500,000 shares.

6. After the expiry of three (3) years, at the end of the term of the LTIP, there shall be the effective allocation and transfer of shares in the Company to Eligible Persons or - at the free discretion of the Company - in justified individual cases a cash redemption of the shares to be granted.
7. There is no retention period for those shares transferred through the LTIP.

8. A claim to final allocation and transfer of shares shall generally lapse if the employment or management board relationship ends before the end of the term of the LTIP as described below:
- (i) A LTIP participant terminates without good cause or resigns without good cause before the end of the term of the LTIP; the LTIP participant is at fault for a premature dismissal or termination of the employment relationship before the end of the term of the LTIP; before the end of the term of the LTIP, the LTIP participant is irrevocably released from employment.
 - (ii) In the case of members of the Management Board participating in the LTIP, the entitlement to final allocation and transfer of shares shall lapse if the appointment as member of the Management Board is revoked by the Supervisory Board for good cause pursuant to Section 75 (4) AktG before the end of the term of the LTIP.
 - (iii) For important reasons, the Management Board or, in the case of Management Board members, the Supervisory Board, may decide to waive this forfeiture. Possible important reasons that would prevent a forfeiture are, in particular, disability, retirement or death of the LTIP participant.

On item 8 of the agenda:

Resolution on the adjustments and amendments on the remuneration policy

The Supervisory Board of a publicly listed company shall prepare and define the principles for the remuneration of the members of the Management Board and the Supervisory Board pursuant to section 78a in conjunction with section 98a of the Austrian Stock Corporation Act (AktG) (remuneration policy).

The Supervisory Board shall make a proposal for the adoption of a resolution on adjustments and significant changes to the remuneration policy pursuant to section 108 (1) AktG.

The remuneration committee has drawn up the adjustments to the remuneration policy and made a recommendation to the Supervisory Board for the corresponding amendment to the remuneration policy in place.

In its meeting on 28 March 2023, the Supervisory Board of PORR AG has discussed the adjustments and significant changes regarding the remuneration of the members of the Management Board and the Supervisory Board pursuant to section 78a in conjunction with section 98a AktG on the basis of the recommendation of the remuneration committee and has then resolved the corresponding

amendments and changes to the remuneration policy as well as made a resolution proposal pursuant to section 108 (1) AktG.

The Supervisory Board proposes that the adjusted and amended remuneration policy, as made available on the website registered with the companies register, shall be adopted.

The remuneration policy as adjusted and amended is attached to this resolution proposal as **Annex ./2.**

On item 9 of the agenda:

Election of new Supervisory Board members

Pursuant to Article 9 (1) of the Articles of Association of PORR AG, the Supervisory Board shall consist of at least three but not more than twelve members elected by the general 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 line with Section 110 of the Labour Constitution Act.

Of the eight shareholder representatives, two are women and six are men, of the four employee representatives, three are men and one is a woman.

At the end of the present Annual General Meeting the term of office of all members of the Supervisory Board elected by the general shareholders' meeting will expire.

Eight members would now have to be elected at the present Annual General Meeting in order to reach the previous number of eight Supervisory Board members.

The Supervisory Board proposes, upon the recommendation of the nomination committee of the Supervisory Board, to hold elections for all eight board mandates so that the Supervisory Board shall consist again of eight shareholder representatives elected by the general shareholders' meeting after the Annual General Meeting to be held on 28 April 2023.

Since the majority of the shareholder representatives of the Supervisory Board raised an objection pursuant to Section 86 Paragraph 9 of the Stock Corporation Act, the new election of the Supervisory Board members at this Annual General Meeting will not result in the overall fulfilment of the minimum quota requirements pursuant to Section 86 Paragraph 7 of the Stock Corporation Act, but in the separate fulfilment of this requirement. In order to comply with the minimum quota requirements

pursuant to Section 86 Paragraph 7 of the Stock Corporation Act, at least two of the eight board mandates of the shareholder representatives to be appointed must be held by women and at least two by 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 Paragraph 2a of the 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 as members of the Supervisory Board with effect as of the end of this Annual General Meeting until the end of the Annual General Meeting which resolves on the discharge from liability for the financial year 2024.

There will be a separate vote on each board mandate to be appointed (eight board mandates) at the upcoming Annual General Meeting.

The right to rank the persons proposed for the specific board mandates is reserved.

Each of the persons proposed must make a statement pursuant to Section 87 Paragraph 2 of the 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 Paragraph 2 of the 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 Section 87 Paragraph 2a third sentence of the Stock Corporation Act, and
3. no impediments to his/her appointment as defined in Section 86 Paragraph 2 and Paragraph 4 of the Stock Corporation Act exist.

The nomination committee of the Supervisory Board prepared this proposal and, when submitting the proposal within the meaning of Section 87 Paragraph 2a of the Stock Corporation Act, paid attention to the professional and personal qualifications of the member as well as to the balanced composition of the Supervisory Board and took appropriate account of aspects of the diversity of the Supervisory

Board with regard to the representation of both genders and the age structure as well as the internationality of the members.

Regarding the election the general shareholders' meeting shall be bound by the election proposals in the following manner. Proposals for the election of Supervisory Board members together with the statements as defined in Section 87 Paragraph 2 of the Stock Corporation Act of each individual proposed must be made available on the Company's website by 21 April 2023 at the latest, failing which the individual concerned may not be eligible to stand for election. The same applies to election proposals made by shareholders pursuant to Section 110 of the Stock Corporation Act, which have to be received by the Company in writing at the latest by 19 April 2023, whereby reference is made to item V. Paragraphs 2., 3. and 5. of the Convening with regard to the details and requirements for such election proposals to be taken into consideration.

On item 10 of the agenda:

Resolution on the authorisation of the Management Board to increase the share capital pursuant to Section 169 of the Stock Corporation Act (authorised capital) against contributions in cash and/or in kind, also in several tranches, including an authorisation of the Management Board to exclude subscription rights, as well as resolution on the corresponding amendments to the articles of association and on the authorisation of the Supervisory Board to resolve on amendments to the articles of association resulting from the issue of shares from authorised capital

The Management Board and the Supervisory Board propose to adopt the following resolution:

1. The Management Board is authorised pursuant to Section 169 of the Stock Corporation Act (AktG), within five years from the date of registration of the authorisation resolved at the Annual General Meeting of 28 April 2023 with the companies register, to increase the share capital of the Company, with the consent of the Supervisory Board, by up to EUR 3,927,825.00 by issuing up to 3,927,825 no-par value bearer shares against contributions in cash and/or in kind - also in several tranches - also by way of granting indirect subscription rights pursuant to Section 153 (6) of the Stock Corporation Act (authorised capital) as well as, with the consent of the Supervisory Board, to determine the issue price, which may not be lower than the pro rata amount of the share capital, the terms and conditions of the 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) if the share capital increase is made against contributions in kind (*Kapitalerhöhung*

gegen Sacheinlage) or (ii) if the share capital increase is made against contributions in cash (*Kapitalerhöhung gegen Bareinlage*) and (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 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 relevant exclusion of subscription rights is for the purpose of facilitating an over-allotment option (Greenshoe) in the capital increase, or (C) the relevant exclusion of subscription rights is for the purpose of compensating fractional amounts.

The Supervisory Board is authorised to adopt amendments to the Articles of Association resulting from making use of this authorisation of the Management Board.

2. The Articles of Association shall be amended in Article 4 (Amount and Division of the Capital; Authorised Capital) by adding Paragraph 4 which shall read as follows:

“(4) The Management Board is authorised pursuant to Section 169 of the Stock Corporation Act (AktG), within five years from the date of registration of the authorisation resolved at the Annual General Meeting of 28 April 2023 with the companies register, to increase the share capital of the Company, with the consent of the Supervisory Board, by up to EUR 3,927,825.00 by issuing up to 3,927,825 no-par value bearer shares against contributions in cash and/or in kind - also in several tranches - also by way of granting indirect subscription rights pursuant to Section 153 (6) of the Stock Corporation Act (authorised capital) as well as, with the consent of the Supervisory Board, to determine the issue price, which may not be lower than the pro rata amount of the share capital, the terms and conditions of the 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) if the share capital increase is made against contributions in kind (*Kapitalerhöhung gegen Sacheinlage*) or (ii) if the share capital increase is made against contributions in cash (*Kapitalerhöhung gegen Bareinlage*) and (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 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 relevant exclusion of subscription rights is for the purpose of facilitating an over-allotment option (Greenshoe) in the capital increase, or (C) the relevant exclusion of subscription rights is for the purpose of compensating fractional amounts.

The Supervisory Board is authorised to adopt amendments to the Articles of Association resulting from making use of this authorisation of the Management Board.”

For further justification and explanation of the proposed resolution on item 10. of the agenda, reference is also made to the report of the Management Board pursuant to Section 170 (2) in conjunction with Section 153 (4) of the Stock Corporation Act on the authorisation to exclude the subscription rights in connection with the authorisation of the Management Board to increase the share capital pursuant to Section 169 of the Stock Corporation Act against contributions in cash and/or in kind, which report is published on the Company's website (www.porr-group.com).

Vienna, March 2023

The Management Board

The Supervisory Board

2 Annex:

Remuneration report for the financial year 2022

Remuneration policy