



## Comparison of Article 3 and Article 15 of the Articles of Association of PORR AG

Current Version	New Version
<b>Article 3 Publications</b>	<b>Article 3 Publications [UNCHANGED]</b>
(1) Publications of the Company shall be made in the Official Journal of <i>Wiener Zeitung</i> to the extent and as long as this is required by the Austrian Joint-Stock Companies Act [Aktengesetz/AktG].	(1) Publications by the Company are made on the electronic announcement and information platform of the federal government ( <i>elektronische Verlautbarungs- und Informationsplattform des Bundes - EVI</i> ), to the extent and as long as this is required by the Austrian Stock Corporation Act.
(2) For the rest, publications of the Company shall be made in accordance with the statutory regulations applicable from time to time.	(2) Other than that, publications by the Company shall be made in accordance with the applicable statutory provisions. [UNCHANGED]
<b>Article 15 Convening</b>	<b>Article 15 Convening, Location, Virtual General Meeting</b>
(1) Shareholders' meetings shall be convened by the executive board, by the chairman of the executive board, by the supervisory board or by the chairman of the supervisory board.	(1) Shareholders' meetings shall be convened by the executive board, by the chairman of the executive board, by the supervisory board or by the chairman of the supervisory board [UNCHANGED]
(2) Shareholders' meetings shall be held at the Company's registered office, at one of its Austrian branches or establishments, at the registered office of an Austrian group company or in the capital of an Austrian province.	(2) Shareholders' meetings shall be held at the Company's registered office, at one of its Austrian branches or establishments, at the registered office of an Austrian group company or in the capital of an Austrian province.

<p>(3) Ordinary shareholders' meetings shall be convened not later than on the 28th day before the shareholders' meeting. Extraordinary shareholders' meetings shall be convened not later than on the 21st day before the shareholders' meeting.</p>	<p>(3) Ordinary shareholders' meetings shall be convened not later than on the 28th day before the shareholders' meeting. Extraordinary shareholders' meetings shall be convened not later than on the 21st day before the shareholders' meeting. [UNCHANGED]</p>
<p>(4) Invitations shall be published according to Article 3 of the Articles of Association.</p>	<p>(4) The convening notice shall be published in accordance with Article 3 of the Articles of Association or the applicable statutory provisions.</p>
<p>(5) The executive board is authorised to provide for public broadcast of the shareholders' meeting subject to the supervisory board's approval. The Company shall be entitled to make audio and video recordings of shareholders' meetings.</p>	<p>(5) The executive board is authorised to provide for public broadcast of the shareholders' meeting subject to the supervisory board's approval. The Company shall be entitled to make audio and video recordings of shareholders' meetings and, in particular, publish them on the Company's website.</p>
	<p>(6) In accordance with the provisions of the Federal Act on the Conduct of Virtual Shareholders' Meetings (<i>Bundesgesetz über die Durchführung virtueller Gesellschafterversammlungen - VirtGesG</i>) and the Company's Articles of Association, the executive board is authorized to provide individually for shareholders' meetings of the Company taking place until 31 December 2028 that the shareholders' meeting be held and conducted as a virtual shareholders' meeting, i.e. without the physical presence of the participants. The provisions of paragraphs (6) to (15) of Article 15 of the Articles of Association shall be valid until 31 December 2028.</p>
	<p>(7) The executive board shall decide on the form in which the shareholders' meeting is to be held, i.e. whether it is to be held (i) with the physical presence of the participants or (ii) without the physical presence of the participants as a moderated virtual shareholders' meeting. If the shareholders' meeting is convened by the supervisory board, the supervisory board shall decide on the form in which it is to be held in the aforementioned sense.</p>
	<p>(8) Insofar as organizational and technical determinations for a virtual shareholders' meeting do not result from the provisions of the VirtGesG or the Articles of Association, they shall be determined by the executive board or the supervisory board as the convening body.</p>

	<p>(9) In all other respects, the executive board or the supervisory board, as the convening body, shall be authorized to make all decisions that are necessary to hold a virtual shareholders' meeting.</p>
	<p>(10) The notice convening the virtual shareholders' meeting or corresponding information provided on the Company's website from the 21st day prior to the shareholders' meeting shall state the organizational and technical requirements for participation in the virtual shareholders' meeting.</p>
	<p>(11) A moderated virtual shareholders' meeting is held in accordance with Section 3 VirtGesG and the provisions of the Articles of Association. The moderated virtual shareholders' meeting is broadcast visually and acoustically in real time for the participants. The executive board may decide to broadcast the virtual shareholders' meeting publicly.</p>
	<p>(12) During the moderated virtual shareholders' meeting, shareholders have the opportunity to speak by means of electronic communication, e.g. by e-mail. If a shareholder is given the word by the chairman, he or she shall be granted the opportunity to speak by way of video communication. The chairman shall decide on the order of the speeches and also on the time up to which speeches may be made or questions may be asked.</p>
	<p>(13) In addition, the Company shall provide shareholders with an electronic communication channel, e.g. e-mail, by which they may submit questions and requests for resolutions to the Company from the time the shareholders' meeting is convened until the third working day, or a later date to be determined, before the start of a simple virtual or moderated virtual shareholders' meeting. The questions and requests for resolutions submitted in this way shall be read out at the virtual shareholders' meeting or brought to the attention of the shareholders in another suitable manner, e.g. on the Company's website.</p>

	<p>(14) For all votes at the moderated virtual shareholders' meeting, shareholders may exercise their voting rights by means of electronic communication in accordance with the applicable statutory provisions and, if necessary, also raise objections in this way. Subject to the technical possibilities, the Company can either (i) set up and announce a specific e-mail address to which the exercised voting rights or the objection can be sent to the Company, or (ii) offer the use of special voting software or a corresponding function on the Company's website (AGM portal) for the purpose of exercising voting rights or raising objections. The executive board is authorized to provide that shareholders may cast their votes electronically - for example by email - up to a point in time to be determined prior to the shareholders' meeting. Such shareholders may revoke their votes until the vote in the virtual shareholders' meeting and, if necessary, vote again. Otherwise, Section 126 AktG applies accordingly. If the shareholders' meeting is convened by the supervisory board, the supervisory board is authorized to make the aforementioned decision.</p>
	<p>(15) In the event of a virtual shareholders' meeting, the Company shall make at least two special voting proxy holders (<i>besondere Stimmrechtsvertreter</i>) available to shareholders at its own expense. These are suitably qualified persons who are independent of the Company and who can be authorized by the shareholders to propose resolutions, cast votes and, if necessary, raise an objection at the virtual shareholders' meeting.</p>