



PORR AG

Vienna, FN 34853 f
ISIN AT0000609607
(„Company“)

Invitation to the Annual General Meeting

We hereby invite our shareholders to the 144th Annual General Meeting of PORR AG to be held on **Tuesday, 30 April 2024, at 10:00 a.m. (local Vienna time)** at House of Industry (Haus der Industrie), 1030 Vienna, Schwarzenbergplatz 4.

I. AGENDA

1. 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 2023, the proposal for appropriation of the profit, the report made by the Supervisory Board for the financial year 2023, the (consolidated) report on payments to government entities as well as the (consolidated) corporate governance report
2. Resolution on the appropriation of the net profit
3. Resolution on the discharge from liability of the members of the Management Board for the financial year 2023
4. Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2023
5. Election of the auditor and group auditor as well as the auditor of the consolidated sustainability report for the financial year 2024
6. Resolution on the remuneration report for the financial year 2023
7. Resolution on the revocation of the authorisation of the Management Board by resolution of the General Meeting on 17 June 2022 to acquire shares in the Company (eigene Aktien) pursuant to Section 65 para 1 No 4 and No 8 as well as para 1a and para 1b AktG as well as to redeem shares in the Company (eigene Aktien) together with the resolution on a new authorisation of the Management Board to acquire shares in the Company (eigene Aktien) pursuant to Section 65 para 1 No 4 and No 8 as well as para 1a and para 1b AktG both via the stock exchange or by other means outside the stock exchange in a volume of up to 10 % of the share capital, also with exclusion of a proportional right of offer (Andienungsrecht) by shareholders, and resolution on the authorisation of the Management Board to redeem shares in the Company (eigene Aktien).
8. Resolution on the amendment of Article 3 “Publications” and Article 15 “Convening” of the Articles of Association

II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING, MAKING COCUMENTS AVAILABLE ON THE WEBSITE

In particular, the following documents will be made available on the Company's website at www.porr-group.com/gm no later than as of 9 April 2024:

- Annual financial statements including the management report,
 - Consolidated financial statements including the group management report (comprising the non-financial report),
 - Proposal for appropriation of the net profit,
 - Report of the Supervisory Board,
 - (consolidated) Corporate governance report,
 - (consolidated) Report on payments to government entities,
- each for the financial year 2023;

- Proposals for resolutions on items 2 to 8 of the agenda,
- Remuneration report for the financial year 2023,
- Further information on shareholders' rights as defined in Sections 109, 110, 118 and 119 Austrian Stock Corporation Act,
- Comparison of Section 3 and Section 15 of the Articles of Association,
- Form for granting proxy,
- Form for granting proxy to the independent voting representative
- Form for revocation of proxy,
- Full text of this convening notice.

III. RECORD DATE AND REQUIREMENTS FOR ATTENDING THE ANNUAL GENERAL MEETING

The right to attend the shareholders' meeting and to exercise voting rights and other shareholder rights to be exercised in connection with shareholders' meetings depends on the shares held as of the end of **20 April 2024 (Record Date)**.

Only those who are shareholders as of the Record Date and who provide evidence to the Company thereof are entitled to attend the shareholders' meeting.

Evidence of shareholding as of the Record Date is to be provided in the form of a deposit confirmation pursuant to Section 10a Stock Corporation Act, which has to be submitted to the Company at the latest by **25 April 2024** (24:00 hrs, local Vienna time) exclusively by one of the following means of communication and exclusively to one of the following addresses:

(i) Submission of a deposit confirmation in writing

by mail or courier:

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

by SWIFT:

GIBAATWGGMS

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

(ii) Submission of deposit confirmations in text format, which is permitted pursuant to Section 16 (3) of the Articles of Association

by fax:

+43 (0) 1 8900 500 - 50

by email:

anmeldung.porr@hauptversammlung.at

(Deposit confirmations in PDF format)

Shareholders are requested to contact their relevant custodian bank and arrange for the issue and transmission of a deposit confirmations. The Record Date does not affect the transferability of shares and is not relevant for the entitlement to receive dividends.

Deposit confirmations pursuant to Section 10a Stock Corporation Act

The deposit confirmation must be issued by the bank keeping the securities account, which shall have its registered office in a Member State of the European Economic Area or in a Full Member State of the OECD, and must contain the following information (Section 10a (2) Stock Corporation Act):

- Information on the issuer: name/company and address or a standard code used for transactions between banks (SWIFT-Code),

- 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,
- Information on the shares: number of shares held by the shareholder, ISIN AT0000609607 (international securities identification number),
- Safe custody or securities account number or any other designation,
- Reference time or time period to which the deposit receipt refers.

Deposit confirmations as evidence of the shareholding for attending shareholders' meetings must refer to the Record Date stated above, **20 April 2024** (24:00 hrs, local Vienna time).

Deposit confirmations will be accepted in German or in English.

Proof of identity

Shareholders and their authorized representatives/proxies will be asked to show a valid photo ID upon registration.

If you attend the shareholders' meeting as a representative, please also bring the proxy/power of attorney in addition to your photo ID. If you have sent the original proxy to the Company in advance, it will speed up admission if you present a copy of the proxy.

PORR AG reserves the right to verify the identity of any individuals appearing at the shareholders' meeting. In the event that someone's identity cannot be verified, this person may be refused admission.

IV. RIGHT OF REPRESENTATION BY PROXY AND THE PROCEDURE TO BE FOLLOWED

Every shareholder who is entitled to attend the shareholders' meeting and who has provided evidence thereof in accordance with item III. of this invitation has the right to appoint a proxy, who shall attend the shareholders' meeting on behalf of the shareholder and who shall have the same rights as the shareholder he/she represents.

A proxy must be granted to a specific person (an individual or a legal entity) in text form (Section 13 (2) Stock Corporation Act), whereby several persons may be granted proxy.

The granting of proxy is possible both before and during the shareholders' meeting.

For the submission of the proxy, we offer the following means of communication and addresses:

By post or courier:

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

By fax:

+43 (0)1 8900 500 - 50

By email:

anmeldung.porr@hauptversammlung.at (Proxies in PDF format)

The proxy must be received by the Company at one of the aforementioned addresses by 29 April 2024, 4:00 p.m. (local Vienna time) unless it is handed over in person at the entry or exit point at the shareholders' meeting.

A form for granting proxy and a form for revocation of proxy are available on the Company's website at www.porr-group.com/gm. We kindly ask you to use the provided forms in the interest of smooth processing.

Details regarding the representation, in particular the text for and the content of the proxy, are laid out in the form for granting proxy made available to the shareholders.

In case a shareholder has granted proxy to the bank which keeps his/her securities account(s) (Section 10a Stock Corporation Act), it shall be sufficient to show a confirmation by the bank that proxy was granted in addition to the deposit receipt.

Shareholders may also personally exercise their rights at the shareholders' meeting after granting a proxy. Appearing in person is considered as a revocation of any previously granted proxy. The preceding regulations on granting proxies shall apply *mutatis mutandis* to the revocation of proxies.

Independent proxy

As a special service, is Dr. Michael Knap as a representative from the Austrian Shareholders' Association (IVA - Interessenverband für Anleger), 1130 Vienna, Feldmühlgasse 22, available to shareholders as an independent proxy for exercising their voting rights, subject to directives, at the shareholders' meeting; a special proxy form for this purpose can be downloaded from the Company's website at www.porr-group.com/gm. Shareholders can also contact Dr. Michael Knap of IVA directly by calling +43 (0)1 8763343-30 or by email at knap.porr@hauptversammlung.at.

V. INFORMATION ON SHAREHOLDERS' RIGHTS AS DEFINED IN SECTIONS 109, 110, 118 AND 119 STOCK CORPORATION ACT

1. Amendments to the agenda by shareholders pursuant to Section 109 Stock Corporation Act

Shareholders who collectively hold shares corresponding to 5% of the share capital and who have held those shares for at least three months prior to filing a request may request in writing that **additional items be included in the agenda** of this Annual General Meeting and published, provided that such a request is received in writing by mail or courier no later than on **9 April 2024** (24:00 hrs, Vienna time), by the Company exclusively to the address 1100 Vienna, Absberggasse 47, Department: Group Management, or by e-mail with qualified electronic signature at the e-mail address office.km@porr.at or by SWIFT to the address GIBAATWGGMS.

"In writing" means with a personal hand-written signature or the company's legally binding signature by each applicant or, if submitted by e-mail, with a qualified electronic signature, or, if submitted via SWIFT, with message type MT598 or MT599, where the text must in any case also state ISIN code AT0000609607.

Each agenda item so requested must include a resolution proposal and state the reason for the request.

The agenda item and the proposed resolution, but not the reasons for the resolution, must also be worded in German. Proof of shareholding must be provided by submitting a deposit receipt pursuant to Section 10a AktG confirming that the shareholders making the request have held the shares for at least three months before submitting the request. This deposit receipt must not be more than seven days old at the time of submission to the Company. Several deposit receipts on shares that only in the aggregate constitute a shareholding of 5 % must refer to the same time and date.

Reference is made to the information on entitlement to participate (item III. of this convening notice) concerning the other requirements relating to the deposit receipt.

2. Shareholders' proposals for resolutions on the agenda pursuant to Section 110 Stock Corporation Act

Shareholders who collectively hold shares corresponding to 1% of the share capital may submit **proposals for resolutions** regarding any item on the agenda 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 Executive Board or the Supervisory Board, if any. This is subject to such a request in text format being received by the Company no later than on **19 April 2024** (24:00 hrs, local Vienna time) at 1100 Vienna, Absberggasse 47, Department: Group Management, or by fax to +43 (0)50 626 44 16, or by email to office.km@porr.at, with the request to be attached to the email message in text format, e.g. as a PDF file.

If text form is required pursuant to Section 13 (2) AktG for declarations, the declaration must be submitted in a certificate or in another way using written characters suitable for permanent reproduction, stating the identity of the person making the statement and indicating the confirmation of the declaration by a facsimile of the person's signature or by other means. The proposed resolution, but not the reasons for it, must also be worded in German.

Proof of shareholding must be provided by submitting a deposit receipt pursuant to Section 10a AktG, which must not be more than seven days old at the time of submission to the Company. Several deposit receipts on shares that only in the aggregate constitute a shareholding of 1 % must refer to the same time and date.

Reference is made to the information on entitlement to participate (item III. of this convening notice) concerning the other requirements relating to the deposit receipt.

3. Shareholders' 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 shall also include the Company's legal and business relationships to affiliated companies as well as the state of the Group and the companies included in the consolidated financial statements.

The Company may refuse to provide such information if reasonable business judgement suggests that disclosure of the same may cause a material disadvantage to the Company or an affiliate or may be a punishable offence.

The chairman of the shareholders' meeting may, in accordance with Article 18 (2) of the Articles of Association, provide for a reasonable time limit on the shareholders' right to ask questions and to speak. In particular, he may define general and individual restrictions with regard to speaking time and time for questioning at the beginning and also during the shareholders' meeting.

Requests for information shall, in principle, be made orally at the shareholders' meeting, but they may also be submitted in writing to the Company's Management Board in advance. For reasons of procedural economy, any questions that require more extensive preparation for a full answer should be submitted in writing to the Management Board in good time and prior to the shareholders' meeting.

Questions may be sent to the Company by email to vorstand@porr.at.

4. Shareholder 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 request at the shareholders' meeting with respect to any item on the agenda. If several requests have been filed regarding a specific item on the agenda, the chairman shall determine the order of voting pursuant to Section 119 para. 3 Stock Corporation Act.

5. Information on the website

Further information on these shareholder rights as defined in Sections 109, 110, 118 and 119 Stock Corporation Act is available on the Company's website at www.porr-group.com/gm.

6. Information on data protection

PORR AG processes personal data of shareholders (in particular those pursuant to Section 10a (2) Stock Corporation Act, i.e. name, address, date of birth, number of the securities account, number of shares of the shareholder, type of share if applicable, number of the voting card and, if applicable, name and date of birth of the proxy) on the basis of the applicable data protection provisions, in particular the European General Data Protection Regulation (GDPR) and the Austrian Data Protection Act, in order to enable shareholders to exercise their rights within the framework of the Annual General Meeting. The processing of shareholders' personal data is mandatory for the participation of shareholders and their representatives in the Annual General Meeting pursuant to the Stock Corporation Act.

If a shareholder takes part in the Annual General Meeting, all of the shareholders present or their proxy holders, the members of the Management and Supervisory Board, the notary public and all other persons with a legal right to participate can examine the list of participants (Section 117 Stock Corporation Act) and thus also access the personal data it contains (including name, place of residence, and shareholding). In addition, PORR AG is under legal obligation to submit shareholders' personal data (in particular the list of participants) to the Companies' Register as part of the notarial record (Section 120 Stock Corporation Act). For the purpose of organizational support of the administration, a live transmission of the audience area to the support area is carried out, enabling

the prompt answering of any questions and the handling of other administrative matters as quickly as possible. There is no storage/recording of this data. Legal basis is our legitimate interest (Art. 6 para. 1 lit. f GDPR) in smooth and efficient conduct of the general meeting. Information on data protection can be found in the information sheet "Shareholders' data Data Protection" on the Company's website at www.porr-group.com/gm/data.

VI. OTHER INFORMATION

Total number of shares and voting rights

At the time of convening the shareholders' meeting, the Company's share capital amounts to EUR 39,278,250.00 and is divided into 39,278,250 no-par value bearer shares. Each share entitles the holder to one vote.

The Company holds 1,002.060 treasury shares at the time of convening the shareholders' meeting. The Company is not entitled to any rights from the treasury shares. Therefore, the total number of shares entitled to participate and vote amounts 38,276,190 at the time of convening the shareholders' meeting.

Vienna, March 2024

The Management Board of PORR AG