



PORR AG

Vienna, FN 34853 f

Proposals for resolutions of the Management Board and the Supervisory Board for the 144th Annual General Meeting on 30 April 2024

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 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

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 2023 state a net profit of EUR 28,757,400.19. 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 2023 be appropriated as follows:

Distribution of a dividend of EUR 0.75 per share entitled to a dividend, with the residual amount to be carried forward.

Dividend Payment Date for the financial year 2023 is 13 May 2024; Record Date Dividend is 8 May 2024; Ex-Dividend Date is 7 May 2024.

On item 3 of the agenda:

Resolution on the discharge from liability of the members of the Management Board for the financial year 2023

The Management Board and the Supervisory Board propose that the members of the Management Board holding office in the financial year 2023 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 2023

The Management Board and the Supervisory Board propose that the members of the Supervisory Board holding office in the financial year 2023 be discharged from liability for that period.

On item 5 of the agenda:

Election of the auditor and group auditor as well as the auditor of the consolidated sustainability report for the financial year 2024

The Supervisory Board proposes, in line with the recommendation of its audit committee, to elect Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., 1220 Vienna, Wagramerstrasse 19, as the auditor and group auditor of the annual and consolidated financial statements as well as the auditor of the consolidated sustainability report for the financial year 2024.

The EU Directive 2022/2464 Corporate Sustainability Reporting Directive (CSRD) requires publicly listed companies to have their sustainability reports externally audited.

This EU Directive had not yet been implemented into national law by the Austrian legislator on the day this resolution proposal was submitted.

In order to avoid the necessity of a subsequent Extraordinary General Meeting to appoint an auditor of the sustainability report for the financial year 2024, a corresponding resolution is to be passed at the upcoming Annual General Meeting.

On item 6 of the agenda:

Resolution on the remuneration report for the financial year 2023

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 20 March 2024 and have made a proposal for a resolution in accordance with Section 108 para 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 2023 shall be adopted.

The remuneration report for the financial year 2023 is attached to this resolution proposal as **Annex. /1.**

On item 7 of the agenda:

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*).

The Management Board and the Supervisory Board propose that the following resolution be adopted:

The authorisation of the Management Board resolved in the Annual 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*) is revoked and replaced by the following new authorisation of the Management Board:

The General Meeting authorises the Management Board for a period of 30 months from the date of the resolution pursuant to Section 65 para 1 No 4 and No 8 as well as para 1a and para 1b AktG, to acquire shares in the Company (*eigene Aktien*) up to the statutory limit of 10 % of the share capital, also repeatedly, considering shares in the Company (*eigene Aktien*) previously acquired. The consideration per share must not be lower than EUR 1.00 and must not exceed the average of the unweighted closing price on the ten stock exchange trading days preceding an acquisition by more than 10 %. Any acquisition may be carried out via the stock exchange or a public offer or other beneficial means permitted by law, including over the counter or by means of a negotiated purchase from individual shareholders intending to sell their shares and with exclusion of the proportional right of offer (*Andienungsrecht*) by shareholders. Furthermore, the Management Board is authorised to determine the respective repurchase conditions of any acquisition, whereby the Management Board shall publish its relevant resolution and the respective repurchase programme based thereon, including its duration, in accordance with the statutory provisions (in each case). This authorisation may be performed in full or in part in one or several tranches and for one or several purposes by the Company, a subsidiary pursuant to Section 189a UGB or by third parties for the account of the Company. Trading in shares in the Company (*eigene Aktien*) is excluded as the purpose of the acquisition. Finally, the Management Board is authorised, without further approval by the General Meeting, to redeem shares in the Company (*eigene Aktien*) with the approval of the Supervisory Board. The Supervisory Board is authorised to resolve on amendments to the Articles of Association resulting from the redemption of shares in the Company (*eigene Aktien*).

On item 8 of the agenda:

Resolution on the amendment of Article 3 “Publications” and Article 15 “Convening” of the Articles of Association

The Management Board and the Supervisory Board propose that Article 3 “Publications” and Article 15 “Convening” of the Articles of Association be adapted or amended in line with the statutory provisions that have changed in the meantime, so that these two articles now have the following wording:

**„Article 3
Publications**

- (1) Publications by the Company are made on the electronic announcement and information platform of the federal government (*elektronische Verlautbarungs- und Informationsplattform des Bundes - EVI*), to the extent and as long as this is required by the Austrian Stock Corporation Act.
- (2) Other than that, publications by the Company shall be made in accordance with the applicable statutory provisions.

**Article 15
Convening, Location, Virtual General Meeting**

- (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.
- (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.
- (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.
- (4) The convening notice shall be published in accordance with Article 3 of the Articles of Association or the applicable statutory provisions.
- (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.
- (6) In accordance with the provisions of the Federal Act on the Conduct of Virtual Shareholders' Meetings (*Bundesgesetz über die Durchführung virtueller Gesellschafterversammlungen - VirtGesG*) 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.

- (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.
- (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.
- (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.
- (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.
- (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.
- (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.
- (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.
- (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.

- (15) In the event of a virtual shareholders' meeting, the Company shall make at least two special voting proxy holders (*besondere Stimmrechtsvertreter*) 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.”

Vienna, March 2024

The Management Board

The Supervisory Board

1 Annex:

Remuneration report for the financial year 2023