



PORR AG

Voting results in accordance with Section 128 (2) of the Austrian Joint Stock Companies Act (AktG) for the **extra-ordinary shareholders` meeting** held at 11.00 on **29 October 2014** at EURO PLAZA, Building G, Am Euro Platz 2, 1120 Vienna

[The voting results of the extra-ordinary shareholders`s meeting are based on the share ownership at the end of 19 October 2014 (record date). At this time the share capital in the Group amounted to EUR 29,095,000.00 and was divided into 14,547,500 shares with the same number of votes. 11,274 shares of treasury stock were not entitled to voting rights at this Annual General Meeting.]

Agenda:

1. *Resolution on the proportional spin-off of participations held by PORR AG to PIAG Immobilien AG against issuance of shares of PIAG Immobilien AG to the shareholders of PORR AG*

1. **The spin-off for transfer and absorption by an existing company ["*Abspaltung zur Aufnahme*"] pursuant to Sections 1 para 2 sec 2 and 17 Demerger Act [SpaltG] as of the relevant date 30th June 2014**
 - (i) **of the 2,479,836 shares in UBM Realitätenentwicklung Aktiengesellschaft with the registered office at Vienna, company number FN 100059 x, held by PORR AG as of 30th June 2014, which correspond to a participation of approx. 41.33 % in the share capital and voting rights of UBM Realitätenentwicklung Aktiengesellschaft, and**
 - (ii) **of a part of the share quota in STRAUSS & PARTNER Development GmbH with the registered office at Vienna, company number FN 255167 x, held by PORR AG, the part encompassed by the spin-off corresponding to a fully paid capital contribution of EUR 213,800, and thus 39.96 % of the entire share capital, from PORR AG as transferring company to PIAG Immobilien AG as receiving company, for the granting of shares in PIAG Immobilien AG to the shareholders of PORR AG in proportion with their shareholding in PORR AG pursuant to the provisions of the draft Spin-off and Transfer Agreement dated 24th September 2014, is approved.**
2. **The entering into of the Spin-off and Transfer Agreement between PORR AG and PIAG Immobilien AG pursuant to the draft Spin-off and Transfer Agreement made on 24th September 2014 and published in the "Ediktsdatei" [online data base of publications] pursuant to Section 89j Act on the Organisation of Courts [GOG] on 26th September 2014 is approved.**

Yes votes: 10.967.727

No votes: 0

Number of shares for which valid votes were cast/

Total number of valid votes cast: 10.967.727

Percentage of share capital represented by these votes: 75,39 %

2. *Resolution on the amendment of the articles of association in § 4, § 16, § 21 and § 22 due to the termination of the profit participation rights in the course of the spin-off according to item 1 of the agenda*

The Company's Articles of Association shall be altered as follows, effective as of the registration of the spin-off as in item 1. above:

a) **The heading of section 4 shall be altered to read as follows:**

'§ 4

Amount and composition of share capital, authorized capital'

- b) In § 4, para (5), (6) and (7) shall be deleted.
- c) In § 16, para (4) shall be deleted. The numbering of the subsequent paragraph para (5) shall change to the new numbering para (4).
- d) In § 21, para (6) shall be deleted.
- e) § 22, para (1) shall be altered to read as follows:
'Deposit receipts shall be made in German or English language.'

Yes votes: 10.966.618

No votes: 0

Number of shares for which valid votes were cast/

Total number of valid votes cast: 10.966.618

Percentage of share capital represented by these votes: 75,38 %