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Vienna (pta019/31.07.2020/10:35) - Vienna, 31.07.2020 - Revocation of the authorisation of the Management Board to acquire shares in the Company together with the new authorisation of the Management Board to acquire shares in the Company and to redeem shares in the Company

The 140th ordinary shareholders' meeting of PORR AG, 1100 Wien, Absberggasse 47, on 28 May 2020 passed the following resolution to item 7 of the agenda:

The authorisation of the Management Board resolved in the General Meeting on 29 May 2018 to acquire shares in the Company pursuant to Section 65 para 1 No 4 and No 8 as well as para 1a and para 1b AktG is revoked and replaced by the following new authorisation:

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 up to the statutory limit of 10%, also repeatedly, considering shares in the Company 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 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 189 a UGB or by third parties for the account of the Company. Trading in own shares as the purpose of the acquisition is excluded. Finally, the Management Board is authorised, without further approval by the Annual General Meeting, to cancel shares in the Company (own shares) with the approval of the Supervisory Board. The Supervisory Board is authorised to resolve on amendments to the Articles of Association resulting from a cancellation of own shares.

Consultation note:

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stock exchanges: official trade in Vienna; basic board in Frankfurt



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