

## **Resolution by the Executive Board of PORR AG**

on the purchase of treasury shares

PORR AG intends to purchase 286,432 treasury shares held by UniCredit Bank Austria AG.

A resolution was passed at the extraordinary general meeting of July 11th 2013 authorising the Executive Board to acquire treasury shares over a 30-month period from the date of the resolution, in line with Article 65 Section 1 Line 8 Stock Corporation Act, up to the legally permitted amount of 10% of share capital including treasury shares already purchased. The equivalent amount to be paid in the buyback may not be less than EUR 2.00 or higher than a maximum of 10% over the average, unweighted share price at closing on the stock exchange on the ten stock exchange days preceding the buyback. The purchase can be conducted on the stock exchange or through a public offering or in another legally permitted way, particularly over-the-counter, especially also from individual shareholders who are willing to sell (negotiated purchase). Furthermore, the Executive Board was authorised to determine the buyback conditions, whereby the Executive Board is obliged to publish the Executive Board resolution and the related buyback plan including its term, in line with legal stipulations. The authorisation can be exercised in full or in stages and also in multiple tranches for one or more purposes, by the Group, by a subsidiary (Article 228 Section 3 Austrian Commercial Code) or by third parties acting for the company. Trading treasury shares is not permitted as a purpose for the buyback.

The Executive Board hereby resolves to exercise this authorisation and to purchase 286,432 treasury shares under the following conditions:

- 1.) The date of the resolution by the extraordinary general meeting to grant authorisation was July 11th 2013.
- 2.) Publication of the resolution by the extraordinary general meeting to grant authorisation, in line with Article 82 Section 8 Stock Exchange Act, was July 11th 2013.
- 3.) Start and predicted length of the share transfer: The transfer is expected to take place on or around January 21st 2015.
- 4.) Class of shares involved in the purchase: No par value bearer shares in PORR AG (ISIN AT0000609607).
- 5.) There is an intention to purchase a volume of 286,432 shares. This corresponds to around 1.9689% of total share capital.
- 6.) Consideration per share: EUR 42.00.
- 7.) Type and purpose of the purchase of treasury shares: The buyback shall be:

- i) for granting shares to employees, managers and members of the Company's Executive Board or that of an affiliated company, in exchange for payment or free of charge; or
- ii) as consideration for assets transferred to the Company or its subsidiaries, including real estate companies, operations or shares in one or more foreign or Austrian companies.

8.) Possible impact of the share transfer on the listing of the Company's shares: none.

9.) The Company is not currently undertaking any share option schemes.

10.) Changes to any details already published relating to the transaction in the course of the purchase shall be exclusively published on the Company's webpage: [www.porr-group.com](http://www.porr-group.com), under "Investor Relations".

January 16th, 2015, Vienna

The Executive Board