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Shareholders' meeting according to article 107 section 3 AktG

PORR AG: Convening of the 141th Annual General Meeting

Vienna (pta006/27.04.2021/08:00) - **PORR AG**

Vienna, **FN 34853 f**

ISIN AT0000609607

("Company")

Convening

of the 141th Annual General Meeting of

PORR AG

on Thursday, 27 May 2021, at 9:00 a.m., Vienna time

The location of the Annual General Meeting pursuant to Section 106 (1) Austrian Stock Corporation Act (Aktiengesetz - "**AktG**") is at the Company's registered office at Absberggasse 47, 1100 Vienna

I. VIRTUAL ANNUAL GENERAL MEETING

1. Corporate COVID-19-Act ("COVID-19-GesG") and Corporate COVID-19-Regulation ("COVID-19-GesV")

In order to protect the shareholders and other participants, the Management Board decided to make use of the legal provision to hold a virtual Annual General Meeting.

Pursuant to Section 1 (2) COVID-19-GesG, Federal Law Gazette I no. 16/2020 as amended by Federal Law Gazette I no. 156/2020, and COVID-19-GesV (Federal Law Gazette II no. 140/2020 as amended by Federal Law Gazette II no. 616/2020) and in consideration of the interests of both the Company and the participants, the Annual General Meeting of PORR AG on 27 May 2021, will be conducted as a virtual Annual General Meeting.

This means that shareholders and their representatives (except the special voting proxy holders pursuant to Section 3 (4) COVID-19-GesV) cannot be physically present at the Annual General Meeting of PORR AG on 27 May 2021, following this decision by the Management Board.

The Annual General Meeting will be held at the Company's registered office at Absberggasse 47, 1100 Vienna, exclusively in the physical presence of the Supervisory Board Chairman, the Chairman of the Management Board and the other Management Board members, the certifying notary public and the four special voting proxy holders proposed by the Company.

Holding the Annual General Meeting as a virtual meeting pursuant to COVID-19-GesV results in some changes to the usual procedures of the Annual General Meeting and in the exercise of shareholders' rights.

Voting rights, the right to propose resolutions and the right to raise objections can only be exercised by one of the special voting proxy holders proposed by the Company pursuant to Section 3 (4) COVID-19-GesV.

The right to information can be exercised during the virtual Annual General Meeting by the shareholders themselves by way of electronic communication, namely by submitting questions in text form exclusively by e-mail directly to the e-mail address of the Company at fragen.porr@hauptversammlung.at provided that the shareholders have sent a deposit receipt (Depotbestätigung) pursuant to Section 10a AktG according to item IV. and authorised a special voting proxy holder according to item V. before the deadline stated.

2. Annual General Meeting broadcast on the Internet

The Annual General Meeting will be broadcast by audiovisual means on the Internet in full and in real time pursuant to Section 3 (1), (2) and (4) COVID-19-GesV in conjunction with Section 102 (4) AktG.

This is permissible under data protection law with regard to the legal basis provided by Section 3 (1), (2) and (4) COVID-19-GesV.

All of the Company's shareholders can attend the Annual General Meeting as a virtual Annual General Meeting using the appropriate equipment (e.g. computer, laptop, tablet or smartphone together with an Internet connection with sufficient bandwidth for streaming videos) via Internet at <https://porr-group.com/GM141-2021> as from approximately 9:00 a.m., Vienna time, on **27 May 2021**. There is no need for registration or login to attend the Annual General Meeting.

As the virtual Annual General Meeting will be broadcast on the Internet, all shareholders will be able to follow the Annual General Meeting and, in particular, the Management Board's presentation, the answers to shareholders' questions and the voting process in real time via this one-way audiovisual connection.

Special attention is drawn to the fact that this live transmission as a virtual Annual General Meeting does not enable remote participation (Section 102 (3) No. 2 AktG) and remote voting (Section 102 (3) No. 3 AktG and Section 126 AktG) and that the Internet broadcast is not a two-way connection. The individual shareholder can therefore only follow the course of the Annual General Meeting.

Similarly, it is to be noted that the Company is only responsible for the use of technical means of communication to the extent that they are attributable to its own sphere (Section 2 (6) COVID-19-GesV).

Furthermore, reference is made to the information on the organisational and technical requirements for participation pursuant to Section 3 (3) in conjunction with Section 2 (4) COVID-19-GesV ("**Information Concerning Participation**").

II. AGENDA

1. Presentation of the annual financial statements including the management report, the corporate governance report, the report on payments to government entities, the consolidated financial statements including the group management report and the report of the Supervisory Board for the financial year 2020
2. Resolution on the discharge from liability of the members of the Management Board for the financial year 2020
3. Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2020
4. Election of the auditor and group auditor for the financial year 2021
5. Resolution on the remuneration report for the financial year 2020
6. Election of new Supervisory Board members
7. Resolution on the authorisation of the Management Board to dispose treasury shares by other means than via the stock exchange or a public offer and exclusion of the general right to purchase (exclusion of subscription rights) of the shareholders
8. Resolution on the revocation of the authorisation of the Management Board to increase the share capital (authorised capital) together with a new authorisation of the Management Board to increase the share capital pursuant to Section 169 of the Stock Corporation Act (authorised capital) against contributions in cash and/or in kind, including an authorisation of the Management Board to exclude subscription rights and the corresponding amendments to the articles of association

III. DOCUMENTS FOR THE ANNUAL GENERAL MEETING, PROVIDING OF INFORMATION ON THE WEBSITE

In particular, the following documents shall be available pursuant to Section 108 (3) and (4) AktG on the Company's website at www.porr-group.com, as registered with the Companies Register, not later than 6 May 2021:

- Annual financial statements including the management report,
 - Corporate governance report,
 - Report on payments to government entities,
 - Consolidated financial statements including the group management report,
 - Separate consolidated non-financial report,
 - Report of the Supervisory Board,
- each for the financial year 2020;

- Proposals for resolutions on items 2 to 8 of the agenda,
- Remuneration Report for the financial year 2020,
- Statements of the candidates for election to the Supervisory Board with regard to item 6 of the agenda pursuant to Section 87 (2) AktG, including their respective curricula vitae,
- Report of the Management Board regarding the Management Board's authorisation to exclude subscription rights (Ausschluss von Bezugsrechten) in connection with the disposal of treasury shares (Sections 65 (1b) and 153 (4) AktG) with regard to item 7 of the agenda,
- Report of the Management Board in accordance with Section 170 (2) in conjunction with Section 153 (4) AktG with regard to item 8 of the agenda,
- Comparison of Section 4 of the Articles of Association,
- Form for granting a proxy to the special voting proxy holders pursuant to Section 3 (4) COVID-19-GesV,
- Form for questions,
- Form for revocation of proxy,
- Full text of this convening notice.

IV. RECORD DATE AND PREREQUISITES FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING

The right to participate in the virtual Annual General Meeting and to exercise the voting right and all other shareholders' rights to be asserted at the Annual General Meeting pursuant to COVID-19-GesG and COVID-19-GesV depends on the shareholding as of the end of **17 May 2021 (24:00 hrs, Vienna time)** (record date).

Only persons who are shareholders as of this record date and provide proof thereof to the Company are entitled to take part in and to exercise their shareholder rights at this virtual Annual General Meeting pursuant to COVID-19-GesG and COVID-19-GesV.

A deposit receipt pursuant to Section 10a AktG that must be received by the Company not later than **21 May 2021** (24:00 hrs, Vienna time) via one of the following communication channels at one of the following addresses is to be provided as evidence of the shareholding as of the record date.

(i) Submission of a deposit receipt 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 mandatorily in the text)

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

By fax:

+43 (0) 1 8900 500-64

By email:

anmeldung.porr@hauptversammlung.at

(Deposit receipts in PDF format)

It is **not possible to appoint a properly authorised, special voting proxy holder and to exercise the right to information** of the shareholders **if the Company does not receive the deposit receipt in time.**

The shareholders are requested to contact their custodian bank and arrange for a deposit receipt to be issued and submitted.

The record date does not affect the transferability of shares and is not relevant for the entitlement to receive dividends.

Deposit receipt pursuant to Section 10a AktG

The deposit receipt must be issued by the custodian bank with its registered office in a member state of the European Economic Area or a full member of the OECD and must contain the following information (Section 10a (2) AktG):

- Information on the issuer: name 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.

The deposit receipt as evidence of shareholding for the purpose of participation in the Annual General Meeting must refer to the end of the record date **17 May 2021** (24:00 hrs, Vienna time).

The deposit receipt will be accepted in German or English.

V. APPOINTMENT OF A SPECIAL VOTING PROXY HOLDER AND THE PROCEDURE TO BE FOLLOWED

Every shareholder who is entitled to participate in the virtual Annual General Meeting in accordance with the COVID-19-Act and the COVID-19-Regulation and who has provided the Company with evidence of this in accordance with the provisions of item IV. of this convening notice has the right to appoint a special voting proxy holder.

The submission of a proposal for resolution, the casting of votes and the raising of an objection in this virtual Annual General Meeting of PORR AG on 27 May 2021 can only be carried out by one of the special voting proxy holders according to Section 3 (4) COVID-19-Regulation.

The following persons, who are suitable and independent of the Company, are proposed as special voting proxy holders:

(i) Dr. Michael Knap

c/o IVA, Interessenverband für Anleger

Feldmühlgasse 22

A-1130 Vienna

E-Mail: knap.porr@hauptversammlung.at

(ii) Dr. Ulla Reisch

c/o Urbanek Lind Schmied Reisch Rechtsanwälte OG

Landstraßer Hauptstraße 1A

Ebene 07, Top 09

A-1030 Vienna

E-Mail: reisch.porr@hauptversammlung.at

(iii) Mag. Gernot Wilfling

c/o Müller Partner Rechtsanwälte GmbH

Rockhgasse 6

A-1010 Vienna

E-Mail: wilfling.porr@hauptversammlung.at

(iv) Hon.-Prof. Dr. Irene Welser

c/o CERHA HEMPEL Rechtsanwälte GmbH

Parking 2

A-1010 Vienna

E-Mail: welser.porr@hauptversammlung.at

Each shareholder can choose one of the four persons mentioned above as his special voting proxy holder and grant this person a proxy.

A separate **proxy form** can be downloaded from the **Company's website** at www.porr-group.com in order to grant the proxy to the special voting proxy holders. We kindly request you to use this proxy form.

The requirements stated in the **Information Concerning Participation** must be observed for granting of proxy and the respective submission options and deadlines.

It is expressly forbidden to hand over the proxy personally at the meeting location.

VI. INFORMATION ON SHAREHOLDERS' RIGHTS AS DEFINED IN SECTIONS 109, 110, 118 AND 119 AktG

1. Amendments to the agenda by shareholders pursuant to Section 109 AktG

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 **6 May 2021** (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 GIBAAWGGMS.

"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 IV. 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 AktG

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 form, including a statement of the reasons, and may 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 to be provided and comments of the Management Board or the Supervisory Board, if any, if this request is received by the Company in text form no later than on **17 May 2021** (24:00 hrs, Vienna time) at 1100 Vienna, Absberggasse 47, Department: Group Management, or by fax to +43 (0)50626 44 16, or by e-mail 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 IV. of this convening notice) concerning the other requirements relating to the deposit receipt.

3. Disclosures pursuant to Section 110 (2) Sentence 2 AktG

With regard to agenda item 6 "Election of new Supervisory Board members" and the possible submission of a corresponding election proposal by shareholders pursuant to Section 110 AktG, the Company provides the following information:

Pursuant to Section 9 (1) of the Articles of Association of PORR AG, the Supervisory Board consists of at least three but not more than twelve members appointed by the general shareholders' meeting.

The Supervisory Board of PORR AG currently consists of eight members appointed by the general shareholders' meeting (shareholder representatives) and four members appointed by the works council in line with Section 110 of the Labour Constitution Act.

Of the eight shareholder representatives, two are women and six are men, of the four employee representatives, four are men.

Since the majority of the shareholder representatives of the Supervisory Board raised an objection pursuant to Section 86 (9) AktG, the coming Annual General Meeting will not be devoted to the overall fulfilment but to the separate fulfilment of the minimum quota requirements pursuant to Section 86 (7) AktG. In order to comply with the minimum quota requirements pursuant to Section 86 (7) AktG, at least two of the eight board mandates of the shareholder representatives to be appointed must be held by women and at least two by men. In the event that an election proposal is provided by shareholders pursuant to Section 110 AktG under agenda item 6 "Election of new Supervisory Board members", care must be taken to comply with the minimum quota requirements pursuant to Section 86 (7) AktG.

Should there be an increase in the number of Supervisory Board members elected by the general shareholders' meeting within the limits set by the Articles of Association in the event that shareholders provide an election proposal, it must be taken into account in the nominations that the minimum quota requirements of Section 86 (7) AktG are met, otherwise the nomination would be null and void. Therefore, at least three women and at least three men would have to be elected in the case of nine, ten or eleven shareholder representatives as a result of an increase in the number of members under the Articles of Association, and at least four women and at least four men would have to be elected in the case of twelve shareholder representatives in order to meet the quota pursuant to Section 86 (7) AktG.

4. Shareholders' right to information pursuant to Section 118 AktG

Each shareholder shall, upon request, receive information at the Annual General Meeting on matters concerning the Company to the extent that such information is necessary in order to properly evaluate an item on the agenda. The obligation to provide information also extends to the legal relationships between the Company and an affiliated company and to the situation within the Group and the companies included in the Consolidated Financial Statements.

Information may be denied if it would be deemed suitable according to reasonable business judgment to cause significant harm to the Company or an associated company or if disclosure thereof would be a punishable offence.

In order to exercise the shareholders' right to information, a shareholder must provide proof of the right to participate (item IV. of the convening notice) and grant a proxy to a special voting proxy holder (item V. of the convening notice).

It is expressly stated that the **right to information and the right to speak during this virtual Annual General Meeting** can only be exercised by the shareholders themselves by submitting questions or statements via electronic mail directly to the Company's e-mail address fragen.porr@hauptversammlung.at.

The shareholders are requested to send all **questions beforehand in text form** by e-mail to fragen.porr@hauptversammlung.at. The questions must be sent in time to reach the Company **not later** than three working days before the Annual General Meeting, i.e. **21 May 2021**. This will serve to ensure that the Annual General Meeting is conducted efficiently in the interests of all participants in the Annual General Meeting, especially in dealing with questions requiring lengthy preparation.

This will enable the Management Board to prepare as carefully as possible for the meeting and answer your questions quickly.

Please use the **question form** available on the Company's web site at www.porr-group.com. If this question form is not used, the person addressing the question (name/company, date of birth/Companies' Register number of the shareholder) must be stated in the respective e-mail. In order to enable the Company to establish the identity and conformity with the deposit receipt, we kindly request you to also state your custody account number in the e-mail in this case.

Please note that the **chairman** may define **appropriate time limits** during the Annual General Meeting.

More detailed information and ways of exercising the shareholders' right to information pursuant to Section 118 AktG are provided in the **Information Concerning Participation**.

5. Shareholder requests at the Annual General Meeting pursuant to Section 119 AktG

Every shareholder, irrespective of the number of shares s/he holds, is entitled to file a request at the virtual Annual General Meeting pursuant to the provisions of the COVID-19-Act and the COVID-19-Regulation by way of his special voting proxy holder with respect to any item on the agenda.

The time until which instructions can be issued to the special voting proxy holders with regard to a submitted request will be determined by the chairman in the course of the virtual Annual General Meeting.

A request with regard to item 6. of the agenda "Election of new Supervisory Board members" must be accompanied mandatorily by a timely submission of a resolution proposal pursuant to Section 110 AktG: only those shareholders whose shareholdings in aggregate reach 1% of the share capital are entitled to propose individuals for election as members of the Supervisory Board. Election proposals of this kind must be submitted to the Company by 17 May 2021 at the latest in the manner described above (item VI. para. 2). Every election proposal shall be accompanied by a declaration pursuant to Section 87 (2) AktG listing the proposed candidate's professional qualifications, his/her professional or comparable experience as well as any circumstances that could give rise to concerns of partiality. Otherwise the shareholder request for the election of a Supervisory Board member shall not be considered during the vote.

The prerequisite for this is the **evidence of eligibility to participate** in accordance with item IV. of this convening notice **and** the granting of a corresponding **power of attorney to the special voting proxy holder** in accordance with item V. of this convening notice.

More detailed information and ways of exercising the shareholders' right to propose requests pursuant to Section 119 AktG are provided in the **Information Concerning Participation**.

6. Information on data protection

PORR AG processes personal data of shareholders (in particular those pursuant to Section 10a (2) AktG, 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 Austrian Stock Corporation Act.

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.

VII. OTHER INFORMATION

Total number of shares and voting rights

At the time of convening the Annual General Meeting, the Company's share capital amounts to EUR 29,095,000.00 and is divided into 29,095,000 no-par value bearer shares. Each share entitles the holder to one vote at the virtual Annual General Meeting. At the time of convening the virtual Annual General Meeting, the Company holds 216,495 treasury shares. Therefore, the total number of shares entitled to participate and vote amounts to 28,878,505 at the time of convening the Annual General Meeting.

There are not several different types of shares.

No physical presence

We wish to point out once again that neither shareholders nor guests are permitted to personally attend the upcoming Annual General Meeting, to be held as a virtual Annual General Meeting pursuant to COVID-19-GesV.

Vienna, April 2021

The Management Board of PORR AG

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e-mail:	rolf.petersen@porr.at
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ISIN(s):	AT0000609607 (share), AT0000A086F0 (participation right), AT0000A19Y36 (bond), XS1555774014 (bond), XS2113662063 (bond)
stock exchanges:	official trade in Vienna; basic board in Frankfurt



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