



PORR AG

Vienna, FN 34853 f

Proposals for resolutions of the Management Board and the Supervisory Board for the 145th Annual General Meeting on 29 April 2025

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 consolidated non-financial statement) each as of 31 December 2024, the proposal for appropriation of the profit, the report made by the Supervisory Board for the financial year 2024, 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 2024 state a net profit of EUR 34,437,063.18. 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 2024 be appropriated as follows:

Distribution of a dividend of EUR 0.90 per share entitled to a dividend, with the residual amount to be carried forward.

Dividend Payment Date for the financial year 2024 is 8 May 2025; Record Date Dividend is 7 May 2025; Ex-Dividend Date is 6 May 2025.

On item 3 of the agenda:

Resolution on the discharge from liability of the members of the Management Board for the financial year 2024

The Management Board and the Supervisory Board propose that the members of the Management Board holding office in the financial year 2024 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 2024

The Management Board and the Supervisory Board propose that the members of the Supervisory Board holding office in the financial year 2024 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 statement for the financial year 2025

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 statement for the financial year 2025.

The EU Directive 2022/2464 Corporate Sustainability Reporting Directive (CSRD) requires publicly listed companies to have their consolidated sustainability statements 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 consolidated sustainability statement for the financial year 2025, 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 2024

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 26 March 2025 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 2024 shall be adopted.

The remuneration report for the financial year 2024 is attached to this resolution proposal as Annex. /1.

On item 7 of the agenda:

Resolution on the adjustments and amendments on the remuneration policy

The Supervisory Board of a publicly listed company shall prepare and define the principles for the remuneration of the members of the Management Board and the Supervisory Board pursuant to section 78a in conjunction with section 98a of the Austrian Stock Corporation Act (AktG) (remuneration policy).

The remuneration policy must be presented to the Annual General Meeting for approval at least every fourth fiscal year as well as in the event of any significant change. The vote at the Annual General Meeting on the remuneration policy is of a recommendatory nature. The resolution is not subject to appeal (section 78b (1) AktG). According to section 108 (1) AktG, only the Supervisory Board shall

make a proposal for the adoption of a resolution on adjustments and significant changes to the remuneration policy.

The remuneration committee of the Supervisory Board has drawn up the adjustments to the remuneration policy and made a recommendation to the Supervisory Board for the corresponding amendment to the remuneration policy in place.

In its meeting on 26 March 2025, the Supervisory Board of PORR AG has discussed the adjustments and significant changes regarding the remuneration of the members of the Management Board and the Supervisory Board pursuant to section 78a in conjunction with section 98a AktG on the basis of the recommendation of the remuneration committee and has then resolved the corresponding amendments and changes to the remuneration policy as well as made a resolution proposal pursuant to section 108 (1) AktG.

The adjusted and amended remuneration policy will be made available no later than the 21st day before the Annual General Meeting on the website of PORR AG registered with the Austrian companies register.

The Supervisory Board proposes that the adjusted and amended remuneration policy, as made available on the website registered with the Austrian companies register, shall be adopted.

The remuneration policy as adjusted and amended is attached to this resolution proposal as Annex ./2.

On item 8 of the agenda:

Election of Supervisory Board members

Pursuant to Article 9 (1) of the Articles of Association of PORR AG, the Supervisory Board shall consist of at least three but not more than twelve members elected 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, three are men and one is a woman.

At the end of the present Annual General Meeting the term of office of all members of the Supervisory Board elected by the general shareholders' meeting will expire.

Eight members would now have to be elected at the present Annual General Meeting in order to reach the previous number of eight Supervisory Board members.

The Supervisory Board proposes, upon the recommendation of the nomination committee of the Supervisory Board, to hold elections for all eight board mandates so that the Supervisory Board shall consist again of eight shareholder representatives elected by the general shareholders' meeting after the Annual General Meeting to be held on 29 April 2025.

Since the majority of the shareholder representatives of the Supervisory Board raised an objection pursuant to Section 86 Paragraph 9 of the Stock Corporation Act, the new election of the Supervisory Board members at this Annual General Meeting will not result in the overall fulfilment of the minimum quota requirements pursuant to Section 86 Paragraph 7 of the Stock Corporation Act, but in the separate fulfilment of this requirement. In order to comply with the minimum quota requirements pursuant to Section 86 Paragraph 7 of the Stock Corporation Act, 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.

The following election proposals of the Supervisory Board, based on the recommendation of the nomination committee of the Supervisory Board, have been prepared on the basis of the requirements set forth in Section 87 Paragraph 2a of the Stock Corporation Act and of the Corporate Governance Code.

The Supervisory Board proposes that Ms. Iris Ortner, born on 31 August 1974, Ms. Henrietta Egerth-Stadlhuber, born on 16 February 1971, Ms. Susanne Weiss, born on 15 April 1961, and Messrs. Karl Pistotnik, born on 12 August 1944, Alexander Melchior, born on 21 October 1981, Robert Grüneis, born on 22 May 1968, Bernhard Vanas, born on 10 July 1954, and Thomas Winischhofer, born on 26 May 1970, shall be elected as members of the Supervisory Board with effect as of the end of this Annual General Meeting until the end of the Annual General Meeting which resolves on the discharge from liability for the financial year 2027.

There will be a separate vote on each board mandate to be appointed (eight board mandates) at the upcoming Annual General Meeting.

The right to rank the persons proposed for the specific board mandates is reserved.

Each of the persons proposed must make a statement pursuant to Section 87 Paragraph 2 of the Stock Corporation Act, which will be available at the Company's website, in particular to the effect that

1. all circumstances in connection with Section 87 Paragraph 2 of the Stock Corporation Act were disclosed and that in the proposed individual's judgement there are no circumstances that could cast doubt on his/her impartiality,
2. the individual proposed has not been convicted in a non-appealable manner for an offence punishable by court, in particular an offence that affects his/her job-related conduct/reliability as defined in Section 87 Paragraph 2a third sentence of the Stock Corporation Act, and
3. no impediments to his/her appointment as defined in Section 86 Paragraph 2 and Paragraph 4 of the Stock Corporation Act exist.

The nomination committee of the Supervisory Board prepared this proposal and, when submitting the proposal within the meaning of Section 87 Paragraph 2a of the Stock Corporation Act, paid attention to the professional and personal qualifications of the member as well as to the balanced composition of the Supervisory Board and took appropriate account of aspects of the diversity of the Supervisory Board with regard to the representation of both genders and the age structure as well as the internationality of the members.

Regarding the election the general shareholders' meeting shall be bound by the election proposals in the following manner. Proposals for the election of Supervisory Board members together with the statements as defined in Section 87 Paragraph 2 of the Stock Corporation Act of each individual proposed must be made available on the Company's website by 22 April 2025 at the latest, failing which the individual concerned may not be eligible to stand for election. The same applies to election proposals made by shareholders pursuant to Section 110 of the Stock Corporation Act, which have to be received by the Company in writing at the latest by 17 April 2025, whereby reference is made to item V. Paragraphs 2., 3. and 5. of the Convening with regard to the details and requirements for such election proposals to be taken into consideration.

Vienna, March 2025

The Management Board

The Supervisory Board

2 Annexes:

Remuneration report for the financial year 2024

Remuneration policy