

REMUNERATION REPORT 2024

OF PORR AG



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1. Introduction

1.1 Background

The 140th Annual General Meeting of PORR AG ("PORR" or the "Company") resolved on the principles for the remuneration of the members of the Management Board and Supervisory Board of PORR ("Remuneration Policy") for the first time on 28 May 2020 in accordance with Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement ("Shareholder Rights Directive") and the provisions of the Stock Corporation Act (*Aktiengesetz - AktG*; "AktG") based thereon. The Remuneration Policy was adjusted and amended at PORR's Annual General Meeting on 28 April 2023. This version of the Remuneration Policy applies to the period relevant for this remuneration report ("Remuneration Report").

This Remuneration Report for the remuneration of the members of the Management Board and Supervisory Board of PORR has been prepared by the Management Board and Supervisory Board of PORR in accordance with Section 78c AktG in order to provide an overview of the remuneration granted or owed to the members of the Management Board and Supervisory Board on the basis of the Remuneration Policy (Section 78a AktG and Section 98a AktG), including all benefits in any form during the financial year 2024. It was reviewed by the remuneration committee and resolved by the Supervisory Board in its meeting on 26 March 2025.

This Remuneration Report implements the requirements set out in Section 78c AktG and Section 98a AktG for the preparation of remuneration reports for members of the Management and Supervisory Board of PORR as a listed company. It is also based on Statement 37 of the Austrian Financial Reporting and Auditing Committee ("AFRAC Statement"). The Guidelines of the European Commission ("EK") on the standardised presentation of the remuneration report under Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement ("Guidelines") were also taken into account. However, the Guidelines were only available in draft form at the time of the preparation of this report and therefore this Remuneration Report only takes into account the Guidelines to the extent that they are in line with the AFRAC Statement.

This Remuneration Report shall be submitted to the Annual General Meeting for voting pursuant to Section 78d Paragraph 1 AktG. The vote is of a recommendatory nature.

1.2 Financial situation of PORR in the reporting year

(a) Europe at a turning point

The global economy proved resilient in 2024 and continued to grow. Global gross domestic product (GDP) rose by 3.2%, mainly due to increased economic output in major economies such as the US and the United Kingdom (UK). With inflation on the decline, major central banks such as the Federal Reserve (Fed), the European Central Bank (ECB) and the Bank of England began to cut interest rates from the summer of 2024 onwards, although interest rates remained high overall. Despite these measures, the global labor market remained stable, a trend that is expected to continue in 2025. In addition, the decline in inflation is likely to stimulate private consumption and investment.

Europe remained behind global development with GDP growth of 0.8% in 2024. The unexpectedly strong growth in Spain could not fully compensate for the stagnation of the German economy. Due to the fact that inflation in the eurozone had already been contained at 2.4%, the ECB lowered interest rates six times to 2.5% from January 2024. Despite rising real incomes, an increased savings rate prevented the hoped-for increase in consumption, as ongoing economic and political uncertainties continued to cause restraint. For 2025, the experts at the OECD expect a significant increase in private investment, supported by further interest rate cuts and improved credit conditions. In addition, the NextGenerationEU program is likely to strengthen public investment, while the Recovery and Resilience Facility is



intended to benefit companies in particular. However, potential international trade restrictions remain a risk. Nevertheless, the OECD forecasts GDP growth of 1.3 %.

Austria's economic output fell by 0.9% in 2024, mainly due to weak industry and the associated decline in exports. The experts at the Institute for Advanced Studies (*Institut für Höhere Studien*; IHS) expect to see a significant increase in 2025 and anticipate a recovery in private consumption, supported by an improved international economy. This should also revive exports and give industry a boost. Overall, the IHS expects growth of 0.7%.

The German economy stagnated in 2024, weighed down by weak export demand in industry and uncertainties related to the green transformation. Depending on whether companies make domestic investments or withdraw their capital, the ifo Institute predicted growth of between 0.4% and 1.1% for 2025. The Swiss economy grew by 0.9% in 2024, supported by the service sector and strong domestic demand. For 2025, the Swiss State Secretariat for Economic Affairs ("SECO") expects economic output to expand by 1.5% due to the improving European economic situation. Despite close ties with Germany, Poland, the Czech Republic, Slovakia and Romania achieved higher growth rates in 2024 as rising real incomes strengthened consumption. Poland grew by 2.8% despite industrial and harvest problems. Thanks to EU funding and expected interest rate cuts, the Vienna Institute for International Economic Studies (*Wiener Institut für internationale Wirtschaftsvergleiche*; WIIW) predicts growth of 3.5% for 2025. In Romania, economic output rose by 1.2% in 2024. Lower interest rates and EU funding are expected to accelerate growth, which is why the WIIW is forecasting an increase of 2.2% for 2025. In the Czech Republic and Slovakia, growth in 2024 was 1.0% and 2.0% respectively. For 2025, the WIIW experts expect growth rates of 2.5% and 2.0% respectively due to the recovery of the global economy.

(b) European construction industry continues to be divergent

In 2024, the European construction sector was no longer able to escape the effects of the general economic downturn. Production volumes fell by 1.5%, with a reduction also occurring on the PORR home markets. Austria - PORR's most important market - was above the European average. For 2025, the Euroconstruct experts expect slight growth of 0.6%.

In the construction industry, there are still major differences between the sectors. In 2024, there was a decline in building construction – particularly in residential construction – which shrank by 2.7 %. However, the negative factors, such as increased construction costs and high interest rates, are expected to ease in 2025, leading to a revival in new residential construction. Other types of building construction proved more robust as early as 2024. Supported by national funding programs, tax breaks and other incentives, this provided positive impetus, particularly in the area of renovation and modernization. Civil engineering was the growth engine of the industry, with an increase of 1.1%, mainly due to high investment in the transport network and energy infrastructure. In 2025, a stronger focus on new construction is expected, supported by the NextGenerationEU budget and the European Recovery and Resilience Facility.

(c) Performance development

In 2024 PORR's production output amounted to EUR 6,747 million and was therefore 2.6% higher than the previous year. This is due to the increase in tunneling output in the infrastructure international segment and in Romania. The growth driver was civil engineering, which generated 57.4% of total output. By contrast, building construction recorded a slight decline, which resulted largely from the lower production output of residential construction.

(d) Order development

The order backlog amounted to EUR 8,543 million as at the reporting date of 31 December 2024, representing a solid increase of 1.1%. The order backlog thus remains well above the value of an annual output. Order intake rose slightly by 0.2% to EUR 6,846 million. Poland, Romania and the Czech Republic showed an extremely encouraging trend. The largest new orders were recorded in the areas of industrial and infrastructure construction, including public-sector building construction.



(e) Revenue and earnings performance

In 2024, the PORR Group's revenues amounted to EUR 6,190.5 million. This corresponds to an increase of 2.3% compared to the previous year's level.

The result from at equity accounted companies (at-equity bilanzierten Unternehmen) fell by 53.4% to EUR 45.9 million due to lower profit transfers from consortiums (ARGEN).

Other operating income increased disproportionately to revenues by 16.5% to EUR 212.0 million. This positive development is due to the sharp increase in recharges. Other operating expenses increased by 6.9% to EUR 421.5 million due to project-related expenses.

In respect of the cost of materials and expenses for purchased services, savings in the absolute amount of EUR 54.1 million were achieved, taking the total to EUR 4,088.0 million. The share of the total revenue item thus fell by 2.4 percentage points to 66.0%. Personnel expenses rose by 8.4% to EUR 1,575.5 million due to increases under collective bargaining agreements and the expansion of services in civil engineering.

Earnings (*Earnings before interest, taxes, depreciation and amortization*; EBITDA) increased by 7.1% to EUR 368.8 million, an all-time high, due to the increase in production output and successful cost management.

Depreciation and amortization increased by 3.2% compared to the previous year and amounted to EUR 210.4 million. The operating result (*Earnings before interest and taxes*; EBIT) was therefore EUR 158.4 million, 12.9% higher than in the previous year. The EBIT margin was thus 2.6%.

The financial result decreased by EUR 3.7 million to -13.3 million. Earnings before taxes (EBT) thus increased by 11.0% to EUR 145.1 million.

The tax rate was 25.0%, with the tax result amounting to EUR -36.2 million (2023: EUR -35.7 million). This resulted in a 14.6% improvement in consolidated net income to EUR 108.9 million (2023: EUR 95.0 million). Earnings per share increased by 4.7% to EUR 2.32 in the reporting year (2023: EUR 2.21).

(f) Assets and financial position

As of the balance sheet date 31 December 2024, the PORR Group's total assets amounted to EUR 4,239.7 million (31 December 2023: EUR 4,135.7 million).

Non-current assets increased by 12.7% to EUR 1,743.1 million, primarily due to the first-time consolidation of several company acquisitions. Current assets fell by 3.5% to EUR 2,496.6 million. The increase in trade receivables remained well below the revenue growth, with a plus of 0.6%.

As at the balance sheet date, equity amounted to EUR 894.3 million and was therefore 4.0% higher than in the previous year. The equity ratio rose by 0.3 percentage points to 21.1%, despite the repayment of profit participation rights capital (*Genussrechtskapital*) with a nominal value of EUR 40.0 million. The share of profit participation rights/hybrid capital in total equity was reduced to 23.7% in the course of the year.

Debt capital increased by 2.1% to EUR 3,345.4 million. While gross debt (the total of leasing and financial liabilities) fell by EUR 6.4 million, current, project-related provisions and trade payables (*Verbindlichkeiten aus Lieferungen und Leistungen*) increased.

Net debt was again extremely low at the balance sheet date of 31 December 2024 and amounted to EUR 1.7 million (2023: EUR -40.1 million).



(g) Cash flow

Cash flow from results remained almost constant compared to the previous period at EUR 295.7. The improved net profit is offset by significantly higher tax payments compared to the previous period.

Cash flow from operating activities, on the other hand, improved by EUR 98.2 million to EUR 374.5 million (2023: EUR 276.4 million). Both receivables and liabilities were further reduced.

Cash flow from investing activities decreased by EUR 59.4 million to EUR -236.4 million. This is mainly due to the acquisition activities in the reporting year, including the PANNONIA Group and the Waggershauser Group.

Cash flow from financing activities amounted to EUR -182.0 million (2023: EUR -127.5 million). The decline is mainly due to the repayment of the profit participation rights capital (*Genussrechtskapital*) with a nominal value of EUR 40.0 million.

Free cash flow (FCF) amounted to EUR 138.2 million (2023: EUR 99.4 million) in the reporting period. The significant increase is mainly due to the improvements in cash flow from working capital items.

(h) Key data

Operating data

| in EUR million | 2024 | % △ | 2023 |
|--------------------------------|--------|---------|--------|
| Production output ¹ | 6 747 | 2.6 % | 6 577 |
| Foreign share | 54.3 % | -0.6 PP | 54.9 % |
| Order backlog | 8 543 | 1.1 % | 8 452 |
| Order intake | 6 846 | 0.2 % | 6 835 |
| Staffing level (average) | 21 228 | 2.7 % | 20 665 |

¹The production output corresponds to the output of all companies and consortiums (fully consolidated, at-equity method, proportional or those of minor significance) in line with the interest held by PORR AG.

Key earnings figures

| in EUR million | 2024 | % ∆ | 2023 |
|----------------------------|---------|--------|---------|
| Revenues | 6 190.5 | 2.3 % | 6 048.5 |
| EBITDA | 368.8 | 7.1 % | 344.3 |
| EBIT | 158.4 | 12.9 % | 140.3 |
| EBT | 145.1 | 11.0 % | 130.7 |
| Profit/loss for the period | 108.9 | 14.6 % | 95.0 |
| Earings per share (in EUR) | 2.32 | 4.8 % | 2.21 |



Key financial figures

| in EUR million | 31 December 2024 | % ▲ | 31 December 2023 |
|--|------------------|-----------|------------------|
| Total assets | 4 240 | 2.5 % | 4 136 |
| Equity (incl. Non-controlling interests) | 894 | 4.0 % | 860 |
| Equity ratio | 21.1 % | 0.3 PP | 20.8 % |
| Cash and cash equivalents | 583 | -7.6 % | 631 |
| Net debt | 2 | <-100.0 % | -40 |

Cash flow and investments

| 2024 | % ∆ | 2023 |
|--------|---------------------------------|--|
| 374.5 | 35.5 % | 276.4 |
| -236.4 | 33.6 % | -177.0 |
| -182.0 | 42.8 % | -127.5 |
| 138.2 | 39.0 % | 99.4 |
| 320.3 | -2.8 % | 329.5 |
| 210.4 | 3.2 % | 204.0 |
| | 374.5 -236.4 -182.0 138.2 320.3 | 374.5 35.5 % -236.4 33.6 % -182.0 42.8 % 138.2 39.0 % 320.3 -2.8 % |

¹ Investments in property, plant and equipment and intangible assets

Non-financial key data

| | | 2024 |
|--|--------|-----------|
| Total energy consumption | MWh | 899,777 |
| Total GHG (greenhouse gas) emissions | t CO2e | 4,295,895 |
| Percentage of female employees | | 16.7 % |
| Lost Time Injuries per 1 million hours worked (LTIFR) | Rate | 13.5 |
| Percentage of training on compliance & anti-corruption | | 40.4 % |

For non-financial reporting, the financial year 2024 serves as the base year, which is why no comparative values from previous years are available for these key figures.



Share-relevant key data

| in EUR | 2024 | % ▲ | 2023 |
|--|--------------------|---------|------------|
| Number of shares as at 31 December (in shares) | 39 278 250 | - | 39 278 250 |
| Last close (<i>Schlusskurs</i>) as at 31 December | 17.74 | 39.7 % | 12.70 |
| Annual high | 18.50 | 25.0 % | 14.80 |
| Annual low | 12.58 | 14.4 % | 11.00 |
| Market capitalization as at 31 December (in EUR million) | 696.8 | 39.7 % | 498.8 |
| Dividend per share | 0.901 | 20.0 % | 0.75 |
| Dividend yield | 5.1 % ¹ | -0.8 PP | 5.9 % |
| Payout ratio | 38.8 %1 | 4.9 PP | 33.9 % |
| Price-earnings ratio | 7.6 | 32.5 % | 5.7 |
| 1 December 1 to the Association of the Association | | | |

¹ Proposal to the Annual General Meeting



2. Remuneration report Management Board

2.1 Basic principles of the Remuneration Policy

The remuneration of the Management Board should be appropriate and attractive in national and international comparison. The remuneration of the Management Board should be an incentive for the members of the Management Board to continuously strengthen and increase the performance of the Company and its earnings. At the same time, the Supervisory Board of PORR would also like to see continuity with regard to the composition of the Management Board and the members of the Management Board. Without appropriate remuneration for the Management Board, there would be a risk that members of the Management Board would no longer consider PORR attractive in this respect and would pursue other professional activities. There is also the risk that without appropriate remuneration, no sufficient motivation for the sustainable development and strengthening of PORR can be achieved. The remuneration of the members of the PORR Management Board should contain fixed and variable components.

PORR operates in the construction industry. This business segment is characterized, among other things, by the fact that it is subject to cycles and is project-driven. PORR's earnings come from numerous construction projects of various types and from different countries. Due to this business model, it is necessary to grant both fixed and variable remuneration to the members of the PORR Management Board. Variable, performance-related remuneration elements are intended to motivate the members of the Management Board to optimize the earnings of the PORR Group in a sustainable and risk-conscious manner. The fixed (basic) remuneration is intended to counteract uncertainties with regard to fluctuations in earnings in the construction industry. However, without appropriate fixed (basic) remuneration to prevent the effects of earnings fluctuations on remuneration, there would be a risk that PORR would no longer be attractive in terms of exercising Management Board functions and would no longer be comparable on a national and international level.

The members of the Management Board should receive an overall remuneration package that is customary and appropriate by national and international standards. This also includes additional remuneration components, such as inclusion in an insurance policy for their Management Board activities (so-called "D&O Insurance"), the provision of a company car, or inclusion in a company pension insurance policy.

For the reasons stated above, the Supervisory Board is of the opinion that the Remuneration Policy contributes to the business strategy and the long-term development of the Company.

The Remuneration Policy prepared by the Supervisory Board was submitted for voting for the first time at the Annual General Meeting 2020. Most recently, the Annual General Meeting 2023 voted on a version of the Remuneration Policy that had been adjusted and amended by the Supervisory Board. The changes made in 2023 relate to the amendments to the Remuneration Policy with regard to the introduction of a long-term incentive program (Long Term Incentive Program; LTIP) and the definition of the relevant plan conditions. In 2021, a Remuneration Report was submitted to the Annual General Meeting for voting for the first time.

2.2 Total remuneration and explanations for active members of the Management Board

In the financial year 2024, the following persons were continuously active members of the Management Board of PORR from 1 January 2024 to 31 December 2024:

- Ing. Karl-Heinz Strauss, MBA, FRICS (Chairman of the Management Board)
- Mag. Klemens Eiter
- Dipl.-Ing. Claude-Patrick Jeutter
- Dipl.-Ing. Jürgen Raschendorfer

The total remuneration of the Management Board generally comprises

(i) a fixed Management Board remuneration,



- (ii) a variable short-term (bonus) and a variable long-term (Long Term Incentive Program) Management Board remuneration, as well as
- (iii) additional components of Management Board remuneration.

In order to provide PORR shareholders with an overview of the total remuneration of Management Board members in accordance with the requirements of Section 78c AktG, the total remuneration of Management Board members is presented in tabular form in ANNEX 1. The presentation format is based on AFRAC Statement 37.

Each member of the Management Board shall receive a variable short-term Management Board remuneration annually, depending on the achievement of the parameters to be determined by the Supervisory Board. The Supervisory Board is entitled to determine financial or non-financial criteria, such as the determination of key compliance aspects, or a combination of both. In particular, each member of the Management Board shall endeavour sustainable steps towards achieving an EBT margin of 3%. This goal supports the current business policy and strategic orientation of PORR and is intended to promote the sustainable positive development of the Company.

The prerequisite for the granting of this variable short-term Management Board remuneration (bonus) is for all Management Board members to fulfil a catalogue of criteria consisting of quantitative and qualitative elements, which is to be determined by the remuneration committee of the Supervisory Board. The remuneration committee has determined the following criteria in a resolution dated 22 February 2024:

- Positive development of the PORR Group
- Achievement of the budget 2024
- Implementation of sustainable steps to achieve an EBT margin of 3% based on PORR 2025
- Establishment of the Green & Lean strategy in the Group with the implementation of the first ESG and Lean projects
- Implementing the Group strategy 2023 to 2025

Implementation of the following key compliance issues:

- External compliance monitoring to mitigate risk in selected markets
- Focus on the compliance training program for employees and workers
- Extension of the ISO certificates 37001 and 37301 to further company divisions
- Ongoing internal audits in the area of human rights

The prerequisites for granting variable long-term Management Board remuneration from the Long Term Incentive Program are described in detail in section 2.5.

Claude-Patrick Jeutter receives 50% of his fixed remuneration in Germany from PORR GmbH & Co. KGaA. The other members of the Management Board did not receive any remuneration from affiliated companies for the financial year 2024.

The additional components of Management Board remuneration may include, in accordance with the Remuneration Policy, accident and survivors' pension insurance, supplementary health insurance, contributions to the employee social security fund and employee pension fund, inclusion in a D&O insurance policy, telecommunications equipment as well as the granting of a company car, the payment of litigation costs for legal disputes in connection with activities as a member of the Management Board or with other board functions within the PORR Group, special bonus in the event of extraordinary events or results, individual arrangements for double household management and relocation costs if the previous place of residence is not in or near Vienna, or the bonus for taking up a new executive board mandate.

The D&O insurance covers all current, future and former members of the executive bodies of all companies of the PORR Group, as well as leading senior officers. It is therefore not possible to provide individual-related information on the respective gross annual premiums of the D&O insurance for the individual members of the Management Board and Supervisory Board, as there is no breakdown of the premium payments for the individual members of the Management Board and Supervisory Board or the other persons covered by the D&O insurance.



The annual change in total remuneration is shown separately in this Remuneration Report (see table item 5.1).

(a) Fixed Management Board remuneration

In accordance with the Remuneration Policy, a gross annual remuneration of EUR 1,050,000.00 was paid out in fourteen instalments for the Chairman of the Management Board, Ing. Karl-Heinz Strauss, MBA, FRICS. In addition, Ing. Karl-Heinz Strauss, MBA, FRICS was granted the following remuneration in kind and incidental benefits (Additional components of Management Board remuneration):

- (i) Premium for collective accident and survivors' pension insurance in the amount of EUR 1,018.24;
- (ii) Company employee social security fund in the amount of EUR 29,270.76;
- (iii) Pension fund contribution in the amount of EUR 39,183.97;
- (iv) Employer's contribution group insurance PORR Care+ EUR 60.00;
- (v) Company car: Mercedes G 400D with authorization for private use and driver for business trips. The non-cash benefit provided for under the Austrian Income Tax Act (*EStG*) amounts to EUR 11,520.00. The residual book value (operating leasing) as at 31 December 2024 was EUR 166,146.84.
- (vi) The non-cash parking benefit amounted to EUR 174.36.

A gross annual remuneration of EUR 600,000.00 was paid to Mag. Klemens Eiter. In addition, the following remuneration in kind and incidental benefits (Additional components of Management Board remuneration) were granted to Mag. Klemens Fiter:

- (i) Premium for collective accident and survivors' pension insurance in the amount of EUR 1,018.24;
- (ii) Compensation for premium payment into existing private supplementary health insurance of EUR 6,636.00;
- (iii) Employer's contribution group insurance PORR Care+ EUR 60.00;
- (iv) Employee social security fund in the amount of EUR 16,345.48;
- (v) Pension fund contribution in the amount of EUR 40,000.00;
- (vi) Dienstwagen: BMW 840 i with authorization for private use. The non-cash benefit provided for under the Austrian Income Tax Act (*EStG*) amounts to EUR 11,520.00. The residual book value (purchase) as at 31 December 2024 was EUR 36,837.00.
- (vii) The non-cash parking benefit amounted to EUR 174.36.

A gross annual remuneration of EUR 500,000.00* was paid to Dipl.-Ing. Claude-Patrick Jeutter. In addition, the following remuneration in kind and incidental benefits (Additional components of Management Board remuneration) were granted to Dipl.-Ing. Claude-Patrick Jeutter:

- (i) Premium for collective accident and survivors' pension insurance in the amount of EUR 1,018.24;
- (ii) Premium for supplementary health insurance in the amount of EUR 9,840.91;
- (iii) Employer's contribution group insurance PORR Care+ EUR 60.00;
- (iv) Pension fund contribution in the amount of EUR 40,000.00¹;
- (v) Travel allowance in the amount of EUR 32,400.00;
- (vi) Flat-rate housing allowance in the amount of EUR 36,000.00;

¹ The contribution to the pension fund will not be made before the financial year 2025.



(vii) Company car: BMW I3S authorized for private use since 2 April 2024. The vehicle is an electric car and therefore completely exempt from non-cash compensation in accordance with the Austrian Income Tax Act (*EStG*). The residual book value (operating leasing) as at 31 December 2024 was EUR 21,229.00.

Company car: Audi A7 authorized for private use. The non-cash benefit provided for under the Austrian Income Tax Act (*EStG*) amounts to EUR 12,072.84. The residual book value (finance leasing) as at 31 December 2024 was EUR 41,373.45.

- (viii) The non-cash parking benefit amounted to EUR 159.83.
- * Dipl.-Ing. Claude-Patrick Jeutter receives 50% of his fixed remuneration in Germany from PORR GmbH & Co. KGaA.

A gross annual remuneration of EUR 600,000.00 was paid to Dipl.-Ing. Jürgen Raschendorfer. In addition, the following remuneration in kind and incidental benefits (Additional components of Management Board remuneration) were granted to Dipl.-Ing. Jürgen Raschendorfer:

- (i) Premium for collective accident and survivors' pension insurance in the amount of EUR 1,018.24;
- (ii) Premium for supplementary health insurance in the amount of EUR 4,519.56;
- (iii) Employer's contribution group insurance PORR Care+ EUR 60.00;
- (iv) Company employee social security fund in the amount of EUR 16,313.04;
- (v) Pension fund contribution in the amount of EUR 40,000.00;
- (vi) Company car: BMW X5-30D until 11 July 2024 with authorization for private use. The non-cash benefit provided for under the Austrian Income Tax Act (*EStG*) amounts to EUR 6,112.00. The residual book value (finance leasing) as of 11 July 2024 was EUR 0.
- (vii) Company car: BMW X5-50E since 11 July 2024 with authorization for private use. The non-cash benefit provided for under the Austrian Income Tax Act (*EStG*) amounts to EUR 5,408.00. The residual book value (finance leasing) as at 31 December 2024 was EUR 92,732.91.
- (viii) The non-cash parking benefit amounted to EUR 174.36.

(b) Variable Management Board remuneration

The determination of the fulfilment of the criteria for the variable short-term Management Board remuneration for 2024 and the resulting amounts of the variable short-term Management Board remuneration were discussed and resolved by the PORR remuneration committee by resolution on 24 February 2025. These amounts will be paid out in the course of the financial year 2025. All Management Board members have fully met the criteria and compliance targets for the variable short-term Management Board remuneration defined by the remuneration committee in its meeting on 22 February 2024 for the financial year 2024.

The remuneration committee determined target achievement at 100% in each case and granted the variable short-term Management Board remuneration for the financial year 2024 as follows:

- for the Chairman of the Management Board, Ing. Karl-Heinz Strauss, a variable short-term remuneration in the amount of EUR 1,050,000.00;
- for Mag. Klemens Eiter, a variable short-term remuneration in the amount of EUR 540,000.00 as well as a special bonus in the amount of EUR 60,000.00;
- for Dipl.-Ing. Claude-Patrick Jeutter, a variable short-term remuneration in the amount of EUR 450,000.00 as well as a special bonus in the amount of EUR 50,000.00;
- for Dipl.-Ing. Jürgen Raschendorfer, a variable short-term remuneration in the amount of EUR 540,000.00 as well as a special bonus in the amount of EUR 60,000.00.



The variable short-term remuneration is capped at 100% of the annual fixed Management Board remuneration. Due to their participation in the Long Term Incentive Program (LTIP), the variable short-term remuneration to which Mag. Klemens Eiter, Dipl.-Ing. Claude-Patrick Jeutter and Dipl.-Ing. Jürgen Raschendorfer are entitled in cash is reduced to 90% of their annual fixed remuneration during the term of the LTIP.

In the reporting year, no entitlements (allocation amount in accordance with item 2.5) were acquired for variable long-term remuneration (LTIP).

At its meeting on 24 February 2025, the remuneration committee of the Supervisory Board unanimously decided to grant the Management Board a special bonus for the exceptional performance in the reporting year, particularly in connection with the Company's success and the massive increase in the PORR share price, whereby only the Management Board members Klemens Eiter, Claude-Patrick Jeutter and Jürgen Raschendorfer will receive this special bonus. Karl-Heinz Strauss has already been granted a variable remuneration of 100% of the fixed remuneration. As the variable short-term remuneration is limited to 100% of the annual fixed Management Board remuneration, Karl-Heinz Strauss was not granted a special bonus, even though he makes a significant contribution to the Company's success.

In the reporting year, the following variable short-term remuneration was paid to the members of the Management Board for the financial year 2023:

- for the Chairman of the Management Board, Ing. Karl-Heinz Strauss, a variable short-term remuneration in the amount of EUR 850,000.00;
- for Mag. Klemens Eiter, a variable short-term remuneration in the amount of EUR 450,000.00;
- for Dipl.-Ing. Jürgen Raschendorfer, a variable short-term remuneration in the amount of EUR 450,000.00;
- for Bmst. Ing. Josef Pein, a variable short-term remuneration in the amount of EUR 500,000.00.

(c) Additional components of the Management Board remuneration

The additional components of the total remuneration were granted for each individual member of the Management Board as described above in item 2.2 (a).

(d) Ratio of the respective components of the Management Board remuneration

Pursuant to Section 78a Paragraph 2 AktG, the Remuneration Policy must describe the various remuneration components, stating their respective relative proportions.

Based on the fixed and variable remuneration for the financial year 2024, the following relative proportions result:



| Name | Fixed remuneration in EUR | Additional components of the remuneration in EUR | Variable short-term remuneration for the reporting year in EUR | Variable long-term remuneration for the reporting year in EUR (LTIP) | Ratio of fixed remuneration (including additional remuneration components) to variable (short-term and long-term) remuneration |
|--|---------------------------------|--|---|---|--|
| Ing. Karl-Heinz Strauss, MBA (CEO) | 1,050,000.00 | 81,227.33 | 1,050,000.00 | - | 52:48 |
| Mag. Klemens Eiter (CFO) | 600,000.00 | 75,754.08 | 600,000.00 ¹ | 0 | 53:47 |
| DiplIng. Claude-Patrick Jeutter (COO) | 500,000.00 | 131,551.82 | 500,000.00 ¹ | 0 | 56:44 |
| DiplIng. Jürgen Raschendorfer (COO) | 600,000.00 | 73,605.20 | 600,000.001 | 0 | 53:47 |

¹ Variable short-term remuneration including special bonus.

2.3 Total remuneration and explanations for former members of the Management Board

Remuneration and pensions totaling EUR 516,264.22 gross and legal costs of EUR 27,719.99 gross were paid to former members of the Management Board and their surviving dependents in 2024.

2.4 Information on the compliance of the remuneration with the Remuneration Policy and the implementation of performance criteria of the Management Board

For the financial year 2024, the members of the Management Board listed in the table in item 2.2(d) received the respective remuneration shown below. The total remuneration of the Management Board members is in line with the resolved Remuneration Policy.

The maximum amount of variable Management Board remuneration is capped at 100% of the annual fixed Management Board remuneration. In the case of participation in the Long Term Incentive Program (LTIP), the maximum variable remuneration in cash is reduced to 90% of the annual fixed remuneration during the term of the LTIP.

The determination of the fulfilment of the criteria for the variable Management Board remuneration for 2024 and consequently the amounts of the variable Management Board remuneration were discussed and resolved by the remuneration committee of PORR by resolution dated 24 February 2025.

All members of the Management Board have fully met the criteria and compliance targets for the variable Management Board remuneration set by the remuneration committee in its meeting on 22 February 2024 for the financial year 2024.

2.5 Share-based remuneration

On 28 April 2023, the Annual General Meeting of PORR approved the introduction of a Long Term Incentive Program (LTIP). Under the LTIP, eligible participants (*teilnahmeberechtigte Personen*) will be offered the transfer of shares in the Company at the end of the term of the LTIP, provided that the performance criteria specified by the PORR Group are achieved within a period of three years and have resulted in annual calculated share allotments (*jährliche errechnete Aktienzuteilungen*).



"Performance Criteria": The relevant Performance Criteria for the LTIP are the EBT Group annual targets for 2023-2025 according to the medium-term plan announced to the eligible persons and resolved by the Supervisory Board of the Company in the Supervisory Board meeting on 1 December 2021.

"Eligible Persons": The members of the Management Board of the Company and certain executives of the PORR Group determined by the Management Board of PORR who are in a valid employment or management relationship with a company of the PORR Group on the cut-off date of 28 April 2023 are entitled to participate. The Management Board of the Company is entitled to make an offer to other executives to participate in the LTIP, but only up to the planned maximum number of 500,000 ordinary Company shares to be granted. In the event of a change or expansion of the Management Board of PORR, the Supervisory Board shall be entitled to offer participation in the LTIP to new Management Board members, but in total only up to the planned maximum number of 500,000 ordinary Company shares to be granted.

Participation in the LTIP is voluntary and takes place on the basis of the declaration of participation (*Teilnahmeerklärung*) to be submitted until the end of the term of the LTIP.

"Appropriate Proportion": A prerequisite for the participation of Management Board members in the LTIP is that the respective Management Board member has acquired an own proportion (*Eigenanteil*) of at least 20,000 shares in the Company.

The LTIP provides for the transfer of a maximum total of 500,000 ordinary shares in the company; of these, a maximum of 200,000 shares will be allocated to the Management Board members of PORR - in the sense of an as yet undetermined concrete allocation of the shares to be subscribed for in each case.

"Calculated Share Allotment": If the Performance Criteria are met in a relevant financial year of PORR, the annual share allocation is calculated in the respective annual Allocation Amount (*Zuteilungsbetrag*) in accordance with the Base Price (*Basiskurs*). The annual Calculated Share Allotment (*Errechnete Aktienzuteilung*) shall correspond to the respective annual Allocation Amount divided by the Base Price. If the Performance Criteria are not met in a relevant financial year, the entitlement acquired in other relevant financial years shall remain unaffected. If the Performance Criteria are not met in full in a relevant financial year, no Calculated Share Allotment shall be made in that financial year, not even on a pro rata basis.

This annual Calculated Share Allotment shall solely be used for guidance with respect to the determination of the final number of shares to be granted and transferred at the end of the term of the LTIP. The transfer or pledging of this share allotment entitlement to third parties is not possible.

"Allocation Amount": For the calculation of the amount of the entitlement of an Eligible Person to be granted shares under the LTIP, 25% of the bonus base value (*Bonusbasiswert*) set forth in the relevant target agreement of the year 2023 shall be taken as the LTIP value. In return, each LTIP participant's cash entitlement under his or her previous bonus or premium agreement shall be reduced by 10%. For the members of the Management Board of PORR participating in the LTIP, the maximum variable remuneration due in cash is reduced to 90% of the annual fixed remuneration.

"Base Price": The Base Price is EUR 13.67 per share and is the unweighted average of the closing prices (*Schlusskurse*) of the Company's share on the Vienna Stock Exchange in the period from 29 March 2023 (inclusive) to 27 April 2023 (inclusive). This Base Price is relevant for the calculation of the maximum number of shares to be granted per LTIP participant and thus also for the total number of shares required for the LTIP, whereby the total number is limited to 500,000 shares in any case.

After the expiry of three years, at the end of the term of the LTIP, the actual allotment and transfer of Company shares to the Eligible Persons or – at the Company's discretion – in justified individual cases a cash redemption of the shares to be granted shall take place on the basis of the respective declarations of participation and the annually Calculated Share Allotments. Before the shares are finally transferred, LTIP participants are not entitled to dividends resolved during the term of the LTIP. The shares to be transferred are therefore only entitled to dividends from the financial year 2026 and will only be transferred after the Annual General Meeting that resolves on the discharge for the financial year 2025.

There is no retention period for those shares transferred through the LTIP.



Any entitlement to final allotment and transfer of shares shall generally lapse if the employment or Management Board relationship ends before the end of the term of the LTIP as described below:

- (i) A LTIP participant terminates without good cause or resigns without good cause before the end of the term of the LTIP; the LTIP participant is at fault for a premature dismissal or termination of the employment relationship before the end of the term of the LTIP; before the end of the term of the LTIP, the LTIP participant is irrevocably released from employment.
- (ii) In the case of members of the Management Board participating in the LTIP, the entitlement to final allotment and transfer of shares shall lapse if the appointment as member of the Management Board is revoked by the Supervisory Board for good cause pursuant to Section 75 Paragraph 4 AktG before the end of the term of the LTIP.
- (iii) For important reasons, the Management Board or, in the case of Management Board members, the Supervisory Board, may decide to waive this forfeiture. Possible important reasons that would prevent a forfeiture are, in particular, disability, retirement or death of the LTIP participant.

PORR's LTIP as a form of share-based remuneration within the meaning of Section 78a Paragraph 5 AktG in conjunction with Section 78c Paragraph 2 No 4 AktG provides and clarifies that the Company reserves the right to redeem the right to transfer shares, in whole or in part, in cash at its own discretion if certain objectively justified reasons exist. This chosen form of employee participation must be strictly distinguished from exclusively virtual share options, for which the terms stock appreciation rights and phantom stocks are often used in practice, as the actual issue of shares is by no means (completely) waived and consequently the right to delivery of shares upon exercise is not excluded, but rather is the primary focus.

In the reporting year, Management Board members Klemens Eiter, Claude-Patrick Jeutter and Jürgen Raschendorfer participated in the LTIP. The performance criteria for the LTIP were narrowly not met and therefore no shares were allocated.

2.6 Clawback of variable remuneration components

In the reporting year, there were no cases of clawback of variable remuneration components.



3. Remuneration of the Supervisory Board

3.1 Basic principles of Supervisory Board remuneration

The remuneration of the members of the Supervisory Board is fair and balanced, in line with the market and enhances the qualified composition of the Supervisory Board. This contributes to the business strategy and long-term development of the Company.

The members of the Supervisory Board receive a fixed remuneration, which is determined by the General Meeting, as well as attendance fees. There are no variable remuneration components.

The members of the Supervisory Board delegated by the works council do not receive any separate remuneration for their activities. For this reason, they are not listed in the table in item 3.2.

In addition to the reimbursement of their out-of-pocket expenses (cash expenses) and an attendance fee for each meeting, each member of the Supervisory Board shall receive an annual expense allowance (*Aufwandsentschädigung*). The amount of the attendance fee and the expense allowance (*Aufwandsentschädigung*) shall be determined by resolution of the General Meeting. The General Meeting may also resolve on a total amount for the remuneration of the Supervisory Board and leave the allocation to the Chairman of the Supervisory Board. If the Supervisory Board mandate begins or ends during a current financial year, the respective Supervisory Board member shall be entitled to an aliquot remuneration for the duration of the membership in the Supervisory Board.

If members of the Supervisory Board assume a special activity in this capacity in the interest of the Company, a special remuneration may be approved for this by resolution of the General Meeting.

The members of the Supervisory Board did not receive any social benefits, pension benefits, extraordinary benefits or variable remuneration. In addition, the members of the Supervisory Board are included in a D&O insurance maintained by the Company in the interest of the Company at an appropriate amount, with the Company paying the premium. This D&O insurance also covers the members of the Management Board, as well as all current, future and former members of the executive bodies of all companies of the PORR Group, as well as leading senior officers. It is not possible to provide information on the gross annual premium of the D&O insurance for the members of the Management Board and the Supervisory Board, as there is no breakdown of the premium payment for the individual members of the Management Board and members of the Supervisory Board and the other persons covered by the D&O insurance.

In the financial year 2024, the following persons were members of the Supervisory Board of PORR from 1 January 2024 to 31 December 2024: Dipl.-Ing. Iris Ortner MBA (as of 30 April 2024 Chairwoman), DDr. Karl Pistotnik (Chairman until 29 April 2024, as of 30 April 2024 Deputy Chairman), Dipl.-Ing. Klaus Ortner (Deputy Chairman until 29 April 2024, as of 30 April 2024 ordinary member), Mag. Robert Grüneis, Dr. Walter Knirsch, Dr. Bernhard Vanas, Dr. Susanne Weiss and Dr. Thomas Winischhofer LL.M., MBA, as shareholder representatives (*Kapitalvertreter*), as well as Gottfried Hatzenbichler, Wolfgang Ringhofer, Christian Supper and Martina Stegner as members delegated by the Works Council.

3.2 Total remuneration

The fixed remuneration for the members of the Supervisory Board elected by the Annual General Meeting was determined from the beginning of the financial year 2019 until a new resolution is passed by the Annual General Meeting, whereby the Chairman of the Supervisory Board is entitled to a fixed remuneration of EUR 50,000.00 per year, the Deputy Chairman of the Supervisory Board is entitled to a fixed remuneration of EUR 40,000.00 per year and the other members of the Supervisory Board are entitled to a fixed remuneration of EUR 30,000.00 per year. The additional attendance fee to be paid to the members of the Supervisory Board was fixed at EUR 1,500.00 per meeting of the Supervisory Board or one of its committees. Members of the Supervisory Board who are not resident in Austria shall additionally be reimbursed by the Company for any Austrian withholding tax legally due. The fixed remuneration is payable once a year in arrears within four weeks after the Annual General Meeting. The attendance fee is due for payment within four weeks after each Supervisory Board meeting.



(a) Fixed components of the remuneration

The following fixed remuneration components were paid to the members of the Supervisory Board (shareholder representatives) for the financial year 2024:

- Dipl.-Ing. Iris Ortner, MBA (Chairwoman Supervisory Board) EUR 43,442.621
- DDr. Karl Pistotnik (Deputy Chairman) EUR 43,278.69¹
- Dipl.-Ing. Klaus Ortner EUR 33,278.691
- Mag. Robert Grüneis EUR 30,000.00
- Dr. Walter Knirsch EUR 30,000.00
- Dr. Bernhard Vanas EUR 30,000.00
- Dr. Susanne Weiss EUR 30,000.00²
- Dr. Thomas Winischhofer, LL.M. MBA EUR 30.000,00
- At the Annual General Meeting on 30 April 2024, Ms. Dipl.-Ing. Iris Ortner was elected Chairwoman of the Supervisory Board and Mr. DDr. Karl Pistotnik was elected Deputy of the Chairwoman
- without withholding tax

(b) Variable components of the remuneration

No performance-related variable remuneration components were paid to Supervisory Board members in the financial years 2020 - 2024. An overview of the attendance fees granted is provided in the following table:



Remuneration of the Supervisory Board members 2020 - 2024

| Year | | 2024 | | | 2023 | | | 2022 | | | 2021 | | | 2020 | |
|---|---|-----------------------------|------------|---|--------------------------------|------------|---|-----------------------------|------------|---|--------------------------------|------------|---|-----------------------------|------------|
| in EUR | Fixed remuneration granted ¹ | Attendance fee ³ | Total | Fixed remuneration granted ¹ | Attendance fee ³ | Total | Fixed remuneration granted ¹ | Attendance fee ³ | Total | Fixed remuneration granted ¹ | Attendance fee ³ | Total | Fixed remuneration granted ¹ | Attendance fee ³ | Total |
| DiplIng. Iris Ortner, MBA ² | 43,442.62 | 12,000.00 | 55,442.62 | 30,000.00 | 10,500.00 | 40,500.00 | 30,000.00 | 10,500.00 | 40,500.00 | 30,000.00 | 12,000.00 | 42,000.00 | 30,000.00 | 10,500.00 | 40,500.00 |
| DDr. Karl Pistotnik² | 43,278.69 | 9,000.00 | 52,278.69 | 50,000.00 | 15,000.00 | 65,000.00 | 50,000.00 | 10,500.00 | 60,500.00 | 50,000.00 | 13,500.00 | 63,500.00 | 50,000.00 | 12,000.00 | 62,000.00 |
| DiplIng. Klaus Ortner | 33,278.69 | 9,000.00 | 42,278.69 | 40,000.00 | 15,000.00 | 55,000.00 | 40,000.00 | 10,500.00 | 50,500.00 | 40,000.00 | 13,500.00 | 53,500.00 | 40,000.00 | 12,000.00 | 52,000.00 |
| Mag. Robert Grüneis | 30,000.00 | 10,500.00 | 40,500.00 | 30,000.00 | 10,500.00 | 40,500.00 | 30,000.00 | 10,500.00 | 40,500.00 | 30,000.00 | 12,000.00 | 42,000.00 | 30,000.00 | 10,500.00 | 40,500.00 |
| Dr. Walter Knirsch | 30,000.00 | 4,500.00 | 34,500.00 | 30,000.00 | 7,500.00 | 37,500.00 | 30,000.00 | 6,000.00 | 36,000.00 | 30,000.00 | 9,000.00 | 39,000.00 | 30,000.00 | 10,500.00 | 40,500.00 |
| HonProf. Dr. Bernhard Vanas | 30,000.00 | 10,500.00 | 40,500.00 | 30,000.00 | 12,000.00 | 42,000.00 | 30,000.00 | 9,000.00 | 39,000.00 | 30,000.00 | 10,500.00 | 40,500.00 | 30,000.00 | 12,000.00 | 42,000.00 |
| Dr. Susanne Weiss ⁴ | 30,000.00 | 9,000.00 | 39,000.00 | 30,000.00 | 13,500.00 | 43,500.00 | 30,000.00 | 12,000.00 | 42,000.00 | 30,000.00 | 10,500.00 | 40,500.00 | 30,000.00 | 9,000.00 | 39,000.00 |
| Dr. Thomas Winischhofer, LL.M., MBA | 30,000.00 | 10,500.00 | 40,500.00 | 30,000.00 | 12,000.00 | 42,000.00 | 30,000.00 | 10,500.00 | 40,500.00 | 30,000.00 | 12,000.00 | 42,000.00 | 30,000.00 | 12,000.00 | 42,000.00 |
| Total | 270,000.00 | 75,000.00 | 345,000.00 | 270,000.00 | 96,000.00 | 366,000.00 | 270,000.00 | 79,500.00 | 349,500.00 | 270,000.00 | 93,000.00 | 363,000.00 | 270,000.00 | 88,500.00 | 358,500.00 |

¹ The figures represent the entitlement for the respective financial year. The fixed remuneration for a financial year will be paid in the following year. The payment will be made after the Annual General Meeting.

² At the Annual General Meeting on 30 April 2024, Ms. Dipl.-Ing. Iris Ortner was elected Chairwoman of the Supervisory Board and Mr. DDr. Karl Pistotnik was elected Deputy Chairman.

³ The attendance fee amounts to EUR 1,500.00 per meeting.

⁴ In accordance with the resolution of the Annual General Meeting on 29 May 2019, members of the Supervisory Board who are not resident in Austria additionally receive a legally applicable Austrian withholding tax refund from the Company. For Dr. Susanne Weiss, an amount of EUR 9,750.00 has been incurred in 2024, an amount of EUR 10,875.00 in 2023, an amount of EUR 10,500.00 in 2022, an amount of EUR 10,125.00 in 2021 and an amount of EUR 9,750.00 in 2020 for the respective financial year.



3.3 Information on the compliance of the remuneration with the Remuneration Policy and the implementation of performance criteria of the Supervisory Board

In the financial year 2024, the members of the Supervisory Board received the respective remuneration listed in item 3.2. The total remuneration of the members of the Supervisory Board is in line with the resolved Remuneration Policy.

There were no performance criteria for the members of the Supervisory Board. For this reason, the preparation of a separate table, as provided for in item 5.1 for the members of the Management Board, was omitted.

3.4 Share-based remuneration

Not applicable, as PORR has not granted or is not currently granting any share-based remuneration to Supervisory Board members.

3.5 Clawback of variable remuneration components

In the reporting year, there were no cases of clawback of variable remuneration components.



4. Exceptions and deviations from the Remuneration Policy and the procedure for its implementation

There were no deviations from the Remuneration Policy in the past financial year 2024.

In accordance with item 2.8 of the Remuneration Policy, the following provision was established with regard to deviations from the Remuneration Policy:

The Supervisory Board of PORR is entitled to deviate from this Remuneration Policy if this is necessary in exceptional events.

In the event of a deviation from the Remuneration Policy, a new remuneration policy must be presented at the next Annual General Meeting. At the same time, the remuneration committee of the Supervisory Board must determine that exceptional events exist according to which the deviation from the Remuneration Policy is necessary for the long-term development of the Company or to ensure its profitability. Exceptional events include, in particular, significant changes in the legal, economic and political environment, or changes in the market environment of the PORR Group.

Furthermore, a deviation from the Remuneration Policy is also permissible in particular - with regard to the fixed remuneration, the variable remuneration and additional components of the remuneration - if there are unforeseen Management Board vacancies and a necessary replacement cannot be made at the conditions contained in this Remuneration Policy.



5. Comparative disclosures on the change in remuneration and company performance

5.1 Remuneration of the Management Board

The following table shows the remuneration of Management Board members in the period from the respective resolution on the Remuneration Policy at the respective Annual General Meeting of 2020 and its percentage change in an annual comparison as well as the average remuneration of other PORR employees:

Total remuneration of the Management Board members in EUR

| 1 | 2024 | Change 2023/2024 in % | 2023 | Change 2022/2023 in % | 2022 | Change 2021/2022 in % | 2021 | Change 2020/2021 in % | 2020 |
|---|--------------|-----------------------------|--------------|-----------------------------|--------------|-----------------------------|--------------|-----------------------------|--------------|
| Ing. Karl-Heinz Strauss, MBA, FRICS (CEO) | 2,181,227.33 | 22.69% | 1,777,803.58 | -0.26% | 1,782,454.20 | 0.43% | 1,774,744.47 | 103.73% | 871,140.60 |
| Mag. Klemens Eiter (CFO) | 1,275,754.08 | 11.12% | 1,148,053.94 | 62.27% | 707,516.60 | - | | | |
| DiplIng. Claude-Patrick Jeutter (COO) | 1,131,551.82 | - | - | - | - | - | - | | |
| DiplIng. Jürgen Raschendorfer (COO) | 1,273,605.20 | 9.82% | 1,159,771.09 | -4.13% | 1,209,769.82 | 21.55% | 995,282.82 | | |
| Bmst. Ing. Josef Pein (COO) | - | | 1,110,282.64 | -2.07% | 1,133,711.85 | 1.07% | 1,121,710.86 | 103.18% | 552,077.19 |
| Dkfm. Andreas Sauer (CFO) | - | | - | - | - | - | 1,554,713.84 | 191.57% | 533,227.78 |
| DiplBw. (FH) Thomas Stiegler (COO) | - | - | - | - | - | - | 331,189.27 | -37.69% | 531,491.74 |
| DiplIng. Jacobus Johannes Wenkenbach (COO) | - | - | - | - | - | - | | | 51,476.77 |
| Summe | 5,862,138.43 | 12.82% | 5,195,911.25 | 7.50% | 4,833,452.47 | -16.34% | 5,777,641.26 | 127.52% | 2,539,414.08 |



Company performance

| • | 2024 | Change 2023/2024 in % | 2023 | Change 2022/2023 in % | 2022 | Change 2021/2022 in % | 2021 | Change 2020/2021 in % | 2020 |
|------------------------|-------|-----------------------------|-------|-----------------------------|-------|-----------------------------|------|-----------------------------|-------|
| EBIT in EUR million | 158.4 | 12.9 % | 140.3 | 18.8 % | 120.1 | 26.1 % | 95.2 | > 100 % | -37.2 |
| EBT in EUR million | 145.1 | 11.0% | 130.7 | 18.80% | 110.0 | 28.90% | 85.4 | > 100 % | -51.0 |

Average employee remuneration on a full-timeequivalent basis in EUR

| • | 2024 | Change 2023/2024 in % | 2023 | Change 2022/2023 in % | 2022 | Change 2021/2022 in % | 2021 | Change 2020/2021 in % | 2020 |
|-----------------------|-----------|-----------------------------|-----------|-----------------------------|-----------|-----------------------------|-----------|-----------------------------|-----------|
| Employee remuneration | 91,445.38 | 2.89% | 88,874.49 | 7.96% | 82,324.44 | 13.73% | 72,386.09 | 0.18% | 72,252.75 |

5.2 Remuneration of the Supervisory Board

Since the beginning of the financial year 2019, the members of the Supervisory Board elected by the Annual General Meeting shall receive the following fixed remuneration:

- Chairman of the Supervisory Board: EUR 50,000.00
- Deputy Chairman of the Supervisory Board: EUR 40,000.00
- Other members of the Supervisory Board: EUR 30,000.00

The attendance fees have been determined at EUR 1,500.00 per meeting since 29 May 2019.



6. Long-term variable remuneration agreements (Long term incentive program)

Reference is made to the information on the Long Term Incentive Program (LTIP) in item 2.5.



7. Information on voting results

At the 144th Annual General Meeting of PORR on 30 April 2024, the Remuneration Report for the financial year 2023 was resolved with the following votes:

- YES: 22,314,284 votes.
- NO: 2,388,779 votes.
- ABSTENTION: 0 votes.
- Number of shares for which valid votes were cast: 24,703,063
- Percentage of share capital represented by these votes: 62.89 %

The Annual General Meeting approved the Remuneration Report with a large majority of 90.33%. An adjustment based on the voting result was therefore not made.

| Annex 1 | | Financial | year 2023 | | Financial year 2024 | | | | |
|--|--------------|--------------|--------------|---------------|---------------------|--------------|--------------|---------------|--|
| in EUR | Strauss | Eiter | Pein | Raschendorfer | Strauss | Eiter | Jeutter | Raschendorfer | |
| Fixed Remuneration | | | | | | | | | |
| - Annual fixed remuneration | 850,000.00 | 500,000.00 | 500,000.00 | 500,000.00 | 1,050,000.00 | 600,000.00 | 500,000.00 | 600,000.00 | |
| Variable Remuneration | | | | | | | | | |
| - Annual bonus for the financial year (payable) | 850,000.00 | 450,000.00 | 500,000.00 | 450,000.00 | 1,050,000.00 | 600,000.00 | 500,000.00 | 600,000.00 | |
| - Annual bonus for the previous year (paid) | 850,000.00 | 333,333.33 | 500,000.00 | 500,000.00 | 850,000.00 | 450,000.00 | - | 450,000.00 | |
| - LTIP Allocation | - | 125,000.00 | - | 125,000.00 | - | 0 | 0 | 0 | |
| - LTIP Payment | - | 0 | - | 0 | - | 0 | 0 | 0 | |
| Additional Remuneration Components | 77,803.58 | 73,053.94 | 110,282.64 | 84,771.09 | 81,227.33 | 75,754.08 | 131,551.82 | 73,605.20 | |
| Total Remuneration | 1,777,803.58 | 1,148,053.94 | 1,110,282.64 | 1,159,771.09 | 2,181,227.33 | 1,275,754.08 | 1,131,551.82 | 1,273,605.20 | |
| Relative proportion of the fixed components (in %) | 47.81 % | 43.55 % | 45.03 % | 43.11 % | 48.14% | 47.03% | 44.19% | 47.11% | |
| Relative proportion of the variable components (in %) | 47.81 % | 50.09 % | 45.03 % | 49.58 % | 48.14% | 47.03% | 44.19% | 47.11% | |
| Relative proportion of the additional remuneration components (in %) | 4.38 % | 6.36 % | 9.93 % | 7.31 % | 3.72% | 5.94% | 11.63% | 5.78% | |
| Total of all remunerations | 5,195,911.25 | | | | 5,862,138.43 | | | | |