



## PORR AG

Vienna, FN 34853 f

### Proposals for resolutions of the Management Board and the Supervisory Board for the 146<sup>th</sup> Annual General Meeting on 28 April 2026

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 2025, the proposal for appropriation of the profit, the report made by the Supervisory Board for the financial year 2025, 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 2025 state a net profit of EUR 41,242,630.80. 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 2025 be appropriated as follows:

Distribution of a dividend of EUR 1.05 per share entitled to a dividend, with the residual amount to be carried forward.

Dividend Payment Date for the financial year 2025 is 7 May 2026; Record Date Dividend is 6 May 2026; Ex-Dividend Date is 5 May 2026.

On item 3 of the agenda:

Resolution on the discharge from liability of the members of the Management Board for the financial year 2025

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

The Management Board and the Supervisory Board propose that the members of the Supervisory Board holding office in the financial year 2025 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 2026

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 2026.

On item 6 of the agenda:

Resolution on the remuneration report for the financial year 2025

Pursuant to Section 78c in conjunction with Section 98a of the Stock Corporation Act (*AktG*), the Management Board and the Supervisory Board of a listed company have to issue a clear and comprehensible report on the remuneration of the members of the Management Board and the Supervisory Board.

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.

At the meeting on 25 March 2026, the Management Board and the Supervisory Board of PORR AG have adopted a remuneration report in accordance with Section 78c in conjunction with Section 98a AktG for the financial year 2025 and have submitted a resolution proposal in accordance with Section 108 para 1 of the AktG.

The Management Board and the Supervisory Board propose that the Annual General Meeting approve the remuneration report on the compensation of the members of the Management Board and the Supervisory Board of PORR AG for the financial year 2025.

The remuneration report for the financial year 2025 is attached to this resolution proposal as *Annex*.

On item 7 of the agenda:

#### Resolution on a Long Term Incentive Program

Following the expiry of PORR AG's ("PORR" or "Company") previous Long Term Incentive Program 2023-2025, the Management Board and the Supervisory Board propose the introduction of a new Long Term Incentive Program 2026-2028 ("LTIP") in accordance with the key terms of the plan conditions (*Planbedingungen*) outlined below, under which members of the Management Board and other executives (senior officers; *leitende Angestellte*) of the Company and its direct and indirect subsidiaries ("PORR Group") shall benefit from the positive economic development of the PORR Group. Members of the Supervisory Board are not to be beneficiaries of this LTIP.

For further details, the Management Board and the Supervisory Board also refer to the report prepared by them in this regard pursuant to Section 95 para 6 in conjunction with Section 159 para 2 no 3 AktG, which was published on 11 March 2026 on the Company's website at [www.porr-group.com/investor-relations/porr-aktie/corporate-actions](http://www.porr-group.com/investor-relations/porr-aktie/corporate-actions), and propose that the Annual General Meeting shall adopt the following resolution:

1. Under the LTIP, Eligible Persons (as defined below) will be offered the transfer of ordinary shares in the Company (ISIN AT0000609607) at the end of the term of the LTIP, provided that the Performance Criteria (as defined below) set by the PORR Group annually are achieved within a period of three (3) years and have resulted in annual Calculated Share Allotments (as defined below).

"Performance Criteria": The performance criteria applicable to the LTIP must be approved annually by the Supervisory Board and communicated to Eligible Persons.

2. Eligible participants are the members of the Company's Management Board and certain executives of the PORR Group designated by the PORR Management Board ("Eligible Persons") who, as of the reference date of 28 April 2026, are in an active employment or executive board relationship with a company of the PORR Group. The Company's Management Board is entitled to offer participation in the LTIP to additional executives, provided that the total number of Company shares to be granted does not exceed the specified maximum. In the event of a change or expansion of the PORR Management Board, the Supervisory Board is entitled to offer new members of the Management Board participation in the LTIP (together with the additional executives mentioned in the preceding sentence, the "Additional Eligible Persons"), but again only up to the maximum number of Company shares to be granted. Unless otherwise specified, the provisions applicable to Eligible Persons also apply to Additional Eligible Persons.

A prerequisite for the participation of members of the Company's Management Board in the LTIP is that they hold an appropriate personal stake (*angemessener Eigenanteil*) in the Company's shares (ISIN AT0000609607) ("Appropriate Personal Stake"). Appropriate Personal Stake means that each member of the Management Board must have acquired at least 20,000 shares of the Company. A member of the Management Board must have achieved the Appropriate Personal Stake of shares by the end of the term at the latest; however, it is irrelevant for the achievement of the Appropriate Personal Stake whether the respective member of the Management Board acquires the relevant shares to achieve the Appropriate Personal Stake only during the term of the LTIP or already holds them. Therefore, shares in the Company already held by the respective member of the Management Board will be credited toward the required Appropriate Personal Stake, along with shares in the Company held by (a) companies in which the respective member of the Management Board holds more than half of the voting rights, and (b) private foundations whose founder (including non-sole founders) or beneficiary (including non-sole beneficiaries) is the member of the Management Board. Failure to achieve the Appropriate Personal Stake by the end of the term results in the forfeiture without replacement of the Calculated Share Allocations for the respective Management Board member. The (beneficial) ownership of the required Appropriate Personal Stake in the Company's shares must be demonstrated by the Management Board members participating in the LTIP at the end of the LTIP term - at the latest immediately prior to the planned transfer of the shares - by submitting a deposit certificate to the Company's Group Management department or a service provider mandated by the Company.

3. Participation in the LTIP is voluntary and is based on the submission of a participation declaration by the end of the LTIP term. Any Eligible Person who wishes to participate in the LTIP must notify the Company in writing between 4 May 2026 and 31 May 2026, using a participation declaration template provided by the Company ("Participation Declaration"). Participation Declarations received by the Company after 31 May 2026 will not be considered.

4. The LTIP provides for the transfer of a maximum of 500,000 ordinary shares in the Company (ISIN AT0000609607); of these, a maximum of 200,000 shares will be allotted to the members of the Management Board of PORR - in the sense of a concrete allocation of the subscribable shares, which has not yet been determined. The final allocation and transfer of shares to Eligible Persons will take place at the end of the LTIP term, based on the respective Participation Declarations and the Annual Calculated Share Allotment, provided that the specific Performance Criteria are met.
5. 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 (as defined below) in accordance with the Base Price (as defined below). The annual "Calculated Share Allotment" (*Errechnete Aktienzuteilung*) corresponds 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 take place in that financial year, not even on a pro rata basis.

"Allocation Amount": For the purpose of calculating the amount of an Eligible Person's entitlement to be granted shares under the LTIP, 25 % of the bonus base amount (*Bonusbasiswert*) set forth in the respective target agreement shall be taken as the LTIP Value. For example, if the relevant bonus base amount for an Eligible Person is EUR 100,000, the LTIP value is capped at EUR 25,000 per year or a maximum of EUR 75,000 over three (3) years. In return, the cash entitlement for each LTIP participant will be reduced by 10 % in accordance with their existing bonus or incentive agreement. For members of the PORR Management Board participating in the LTIP, the maximum variable cash compensation will be reduced to 90 % of the annual fixed compensation.

"Base Price": The Base Price shall be the unweighted average of the closing prices of the Company's share on the Vienna Stock Exchange in the period from 30 March 2026 (inclusive) to 27 April 2026 (inclusive). This Base Price shall be 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 shall in any case be limited to 500,000 shares.

6. After the expiry of three (3) years, at the end of the term of the LTIP, the actual allotment and transfer of shares in the Company to the Eligible Persons shall take place or - at the discretion of the Company - in justified individual cases a cash redemption of the shares to be granted.
7. There is no retention period for those shares transferred through the LTIP.

8. Any entitlement to final allotment and transfer of shares shall generally lapse if the employment or Management Board relationship ends in any manner prior to the end of the LTIP term, as described below:

For important reasons, the Management Board or, in the case of Management Board members, the Supervisory Board, may decide to waive this forfeiture.

On item 8 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 (which essentially result from the proposal to introduce a new Long Term Incentive Program 2026-2028) and made a recommendation to the Supervisory Board for the corresponding amendment to the remuneration policy in place.

In its meeting on 25 March 2026, 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*.

On item 9 of the agenda:

Resolution on the revocation of the authorisation granted to the Management Board by the Annual General Meeting on 27 May 2021 to dispose of (sell) treasury shares (own shares) pursuant to Section 65 para 1b of the Austrian Stock Corporation Act (AktG) together with the resolution on the new authorisation of the Management Board to dispose of (sell) treasury shares (own shares) by other means than via the stock exchange or a public offer and by excluding the shareholders' general right to purchase (exclusion of subscription rights)

The Management Board and the Supervisory Board propose that the Annual General Meeting shall adopt the following resolution:

The authorization of the Management Board resolved by the Annual General Meeting on 27 May 2021 to dispose of (sell) treasury shares (own shares) for a period of five years from the date of the resolution by other means than via the stock exchange or a public offer, also by excluding the general right to purchase (exclusion of subscription rights), is hereby revoked and replaced by the following new authorization of the Management Board:

The Management Board is authorized for a period of five years from the date of the resolution to dispose of (sell) or use treasury shares (own shares) of the Company by other means than via the stock exchange or via a public offer, subject to the consent of the Supervisory Board. The authorization may be performed in full or in part, also in several tranches and for one or more purposes. The proportional subscription right of the shareholders in case of a disposal or use other than via the stock exchange or by means of a public offer is excluded (exclusion of subscription right).

For further details and explanation regarding the resolution proposal on item 9. of the agenda, reference is also made to the report of the Management Board published on the Company's website ([www.porr-group.com](http://www.porr-group.com)) pursuant to Sections 65 para 1b in conjunction with Section 153 para 4 AktG regarding the authorization of the Management Board to exclude the purchase right (exclusion of subscription right) in the event of the sale of treasury shares (own shares). This report is attached to the resolution proposal as *Annex*.

On item 10 of the agenda:

Resolution on the revocation of the authorisation granted to the Management Board by the Annual General Meeting on 30 April 2024 to acquire treasury shares (own shares) pursuant to Section 65 para 1 No 4 and No 8 as well as para 1a and para 1b AktG as well as to cancel treasury shares (own shares) together with the resolution on the new authorisation of the Management Board to acquire treasury shares (own shares) pursuant to Section 65 para 1 No 4 and No 8 as well as para 1a and para 1b AktG both via the stock exchange or over the counter in the amount of up to 10 % of the share capital, also with the exclusion of the shareholders' quota-based right to tender (*Andienungsrecht der Aktionäre*) and resolution on the authorisation of the Management Board to cancel treasury shares (own shares)

The Management Board and the Supervisory Board propose that the following resolution be adopted:

The authorisation of the Management Board resolved in the Annual General Meeting on 30 April 2024 to acquire treasury shares (own shares) pursuant to Section 65 para 1 No 4 and No 8 as well as para 1a and para 1b AktG as well as to cancel treasury shares (own shares) is revoked and replaced by the following new authorisation of the Management Board:

The General Meeting authorises the Management Board for a period of 30 months from the date of the resolution pursuant to Section 65 para 1 No 4 and No 8 as well as para 1a and para 1b AktG, to acquire treasury shares (own shares) up to the statutory limit of 10 % of the share capital, also repeatedly, considering treasury shares (own shares) previously acquired. The consideration per share must not be lower than EUR 1.00 and must not exceed the average of the unweighted closing price on the ten stock exchange trading days preceding an acquisition by more than 10 %. Any acquisition may be carried out via the stock exchange or a public offer or other beneficial means permitted by law, including over the counter or by means of a negotiated purchase from individual shareholders intending to sell their shares and with exclusion of the shareholders' quota-based right to tender (*Andienungsrecht*). Furthermore, the Management Board is authorised to determine the respective repurchase conditions of any acquisition, whereby the Management Board shall publish its relevant resolution and the respective repurchase programme based thereon, including its duration, in accordance with the statutory provisions (in each case). This authorisation may be performed in full or in part in one or several tranches and for one or several purposes by the Company, a subsidiary pursuant to Section 189a UGB or by third parties for the account of the Company. Trading in treasury shares (own shares) is excluded as the purpose of the acquisition. Finally, the Management Board is authorised, without further approval by the General Meeting, to cancel treasury shares (own shares) with the approval of the Supervisory Board. The Supervisory Board is authorised to resolve on amendments to the Articles of Association resulting from the cancellation of treasury shares (own shares).

On item 11 of the agenda:

Resolution on a conditional capital increase (*bedingte Kapitalerhöhung*) excluding subscription rights by up to EUR 5,891,737.00 by issuing up to 5,891,737 new, no-par value bearer shares pursuant to Section 159 para 2 no 1 AktG for the issuance to holders of convertible bonds and the determination of the requirements pursuant to Section 160 para 2 AktG as well as on the authorisation of the Management Board to determine the further details of the conditional capital increase and its implementation, in particular regarding the terms of the issue and the conversion procedure for the convertible bonds, the possibility of a mandatory conversion, the issue price as well as the exchange or conversion ratio, and resolution on the corresponding amendment to the articles of association by inserting a new paragraph (5) in § 4 of the articles of association as well as on the authorisation of the Supervisory Board to adopt amendments to the articles of association resulting from the issue of shares pursuant to the conditional capital

For this agenda item, the Management Board and the Supervisory Board propose that the Annual General Meeting shall adopt the following resolution:

a) The Annual General Meeting resolves on the conditional increase of the share capital under exclusion of the subscription right pursuant to Section 159 para 2 no 1 AktG by up to EUR 5,891,737.00 by issuing up to 5,891,737 new, no-par value bearer shares for the issuance to holders of convertible bonds, to which the Management Board is to be authorized by this Annual General Meeting. Furthermore, the Management Board shall be authorized to determine the further details of the conditional capital increase and its implementation with the approval of the Supervisory Board, in particular the details of the issuance and the conversion procedure for the convertible bonds, the issue price as well as the exchange or conversion ratio. In addition, the Supervisory Board is authorized to adopt amendments to the articles of association resulting from the issue of shares pursuant to the conditional capital. The issue price and the conversion ratio shall be determined by means of a market standard price determination procedure in accordance with financial mathematical methods and the share price of the Company. In the event of a mandatory conversion stipulated in the terms and conditions of convertible bonds, the conditional capital shall also serve to fulfil this mandatory conversion (Conditional Capital 2026),

and

b) Section 4 of the Company's Articles of Association is amended by adding a new paragraph 5, which reads as follows:

*"(5) The share capital shall be conditionally increased pursuant to Section 159 para 2 no 1 (section one hundred fifty-nine paragraph two number one) Stock Corporation Act by up to a nominal amount of EUR 5,891,737.00 (five million eight-hundred ninety-one thousand seven hundred thirty-seven euros) by issuing up to 5,891,737 (five million eight-hundred ninety-one thousand seven hundred*

*thirty-seven) new, no-par value bearer shares for issuance to holders of convertible bonds under exclusion of the subscription right. The Management Board is authorized to determine the further details of the conditional capital increase and its implementation with the approval of the Supervisory Board, in particular the details of the issuance and the conversion procedure for the convertible bonds, the issue price as well as the exchange or conversion ratio. Furthermore, the Supervisory Board is authorized to adopt amendments to the articles of association resulting from the issue of shares pursuant to the conditional capital. The issue price and the conversion ratio shall be determined by means of a market standard price determination procedure in accordance with financial mathematical methods and the share price of the Company. In the event of a mandatory conversion stipulated in the terms and conditions of the convertible bonds, the conditional capital shall also serve to fulfil this mandatory conversion (Conditional Capital 2026)".*

On item 12 of the agenda:

Resolution on the authorisation of the Management Board pursuant to Section 174 para 2 AktG within five years from the date of the resolution with the approval of the Supervisory Board to issue convertible bonds conferring the right of conversion or subscription for the acquisition of up to 5,891,737 new, no-par value bearer shares of the Company with a pro rata amount of the share capital of up to EUR 5,891,737.00 even in several tranches, and to determine all further terms, the issue and the conversion procedure with regard to the convertible bonds, the issue price as well as the exchange or conversion ratio. The subscription right of the shareholders is excluded. In addition to a subscription or conversion right, the terms and conditions of the issue may also constitute a mandatory conversion at the end of maturity or at another time. The conversion or subscription rights can be serviced by means of conditional capital or treasury shares (own shares) or by a combination of conditional capital and treasury shares (own shares), or in any other manner permitted by law. The issue price of the convertible bonds is to be determined by means of a market standard price determination scheme in consideration of generally acknowledged methods of mathematical finance

For this agenda item, the Management Board and the Supervisory Board propose that the Annual General Meeting shall adopt the following resolution:

In accordance with Section 174 para 2 AktG, the Management Board shall be authorized, within five years from the date of the resolution and with the approval of the Supervisory Board, to issue convertible bonds conferring the right of conversion or subscription for the acquisition of up to 5,891,737.00 new, no-par value bearer shares of the Company with a pro rata amount of the share capital of up to EUR 5,891,737, also in several tranches, and to determine all further terms, the issue and the conversion procedure with regard to the convertible bond, the issue price as well as the exchange or conversion ratio. The subscription right of the shareholders is excluded. In addition to a subscription or conversion

right, the terms and conditions of the issue may also constitute a mandatory conversion at the end of maturity or at another time. The conversion or subscription rights can be serviced by means of conditional capital or treasury shares (own shares) or by a combination of conditional capital and treasury shares (own shares), or in any other manner permitted by law. The issue price of the convertible bonds is to be determined by means of a market standard price determination scheme in consideration of generally acknowledged methods of mathematical finance.

The report on the exclusion of the subscription right regarding this agenda item 12 (authorisation to issue convertible bonds) is attached to this resolution proposal as *Annex*.

Vienna, March 2026

The Management Board

The Supervisory Board

4 Annexes:

- Remuneration report for the financial year 2025
- Remuneration policy
- Report on the exclusion of subscription rights in connection with the sale of treasury shares under agenda item 9
- Report on the exclusion of subscription rights in connection with the issuance of convertible bonds under agenda item 12