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*Public disclosure of inside information according to article 17 MAR*

## **PORR AG: PORR AG launches cash capital increase from authorised capital with subscription rights**

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- \* Cash capital increase of up to EUR 122,199,000 gross proceeds or with the issue of up to 10,183,250 new shares (up to 35% of the existing share capital).
- \* The subscription period commences on 20 October 2021 and ends presumably on 3 November 2021.
- \* The subscription price has been set at EUR 12.00 per new share, the subscription ratio is 17 : 6.
- \* The major shareholders have committed to subscribe for 4,166,676 new shares (equivalent to EUR 50,000,112).
- \* International private placement of any unsubscribed new shares is expected to take place on 3 November 2021.
- \* The refinancing of the hybrid bond callable for the first time in February 2022 is being prepared.

PORR AG ("PORR" or the "Company") will launch a public rights offering of up to 10,183,250 new shares (the "Rights Offering") on 20 October 2021. The new shares will be issued based on a capital increase against cash contributions from authorised capital. The Rights Offering will commence on Wednesday, 20 October 2021 and is expected to run until and including 3 November 2021 (the "Subscription Period"). In the Rights Offering, shareholders holding existing shares in PORR on 15 October 2021, 23:59 CET will be able to exercise their subscription rights (ISIN AT0000A2TS59) at the subscription price. The existing PORR shares will be traded "ex subscription rights" from 18 October 2021 onwards.

The subscription price has been set at EUR 12.00 per new share. If all new shares are issued, this corresponds to gross proceeds of EUR 122,199,000.

The subscription ratio is 17 to 6, so that shareholders entitled to subscribe (or holders of subscription rights) may subscribe for six new shares of PORR for every seventeen existing shares (or for the equivalent number of subscription rights). Subscription rights will be traded on the Vienna Stock Exchange from 20 October 2021 up to and including 28 October 2021. There will be no compensation for subscription rights not exercised.

The major shareholders of PORR, the IGO Industries Group and the Strauss Group, have committed in advance to PORR and the syndicate banks to subscribe for 4,166,676 new shares in the Rights Offering and at the same time to waive subscription rights for 9,168 new shares in order to enable the subscription ratio of 17 : 6.

Upon completion of the Rights Offering, those new shares not subscribed for by existing shareholders or holders of subscription rights will be offered for sale outside the United States of America to selected institutional and other qualified investors in reliance on Regulation S under the U.S. Securities Act and other applicable exemptions in a private placement, with the offer price in the private placement being at least equal to the subscription price.

Upon completion of the private placement, the final number of new shares to be issued as part of the cash capital increase and the offer price for the private placement will be determined. If the capital increase is carried out in full, PORR's share capital will increase to EUR 39,278,250.00, divided into 39,278,250 shares.

Trading in the Prime Market segment of the Vienna Stock Exchange of the new shares is expected to commence on 8 November 2021, conditional upon the registration of the capital increase with the companies register. The right to terminate the offer is reserved.

PORR intends to use the proceeds from the capital increase to strengthen the Company's balance sheet, to partly repay debt, and to pursue general corporate purposes.

The capital increase is subject to the approval of the prospectus for the public Rights Offering in Austria by the FMA. Following approval (which is expected to take place shortly), the prospectus will be available in electronic form on the PORR website (<https://porr-group.com/en/investor-relations/porr-share/corporate-actions/>) and in printed form free of charge at the registered office of PORR, Group Management Department, Absberggasse 47, 1100 Vienna, during normal business hours.

Joh. Berenberg, Gossler & Co. KG is acting as Sole Global Coordinator and Joint Bookrunner, and Erste Group Bank AG and Raiffeisen Bank International AG are acting as Joint Bookrunners for the offering.

Furthermore, PORR is expected to enter into discussions with investors at the beginning of November 2021 with regard to the refinancing of the hybrid bond issued in 2017, which is outstanding with a nominal amount of EUR 99.294 million and is callable for the first time in February 2022, in order to prepare the placement of a new hybrid bond in the near future. The exact issue volume of the new hybrid bond has not yet been determined; a volume in the range of presumably EUR 100 million is targeted. The issue of the new hybrid bond is subject to the development of the markets in the coming weeks. The hybrid bond will be offered exclusively to institutional investors. There will be no retail offering. HSBC Continental Europe has been mandated as Sole Lead Manager and Sole Bookrunner for the issuance of the new hybrid bond.

**Disclaimer:**

This notification is a mandatory notification pursuant to Article 17 of the Market Abuse Regulation (EU) No 596/2014 and does not constitute a financial analysis, advice or recommendation relating to financial instruments, nor an offer, solicitation or invitation to buy or sell securities of PORR AG. A public offer by PORR AG has not yet taken place. Any subscription orders currently placed will be rejected. The prospectus of the Company (including any supplements and amendments) approved by the Austrian Financial Market Authority will be published in electronic form on the website of the Company ([www.porr-group.com](http://www.porr-group.com)) at <https://porr-group.com/en/investor-relations/porr-share/corporate-actions/> after approval by the Financial Market Authority and will be available free of charge at PORR AG, Absberggasse 47, 1100 Vienna, Group Management Department, during normal business hours, where a printed version of the prospectus can also be requested. No public offering will take place outside of Austria.

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