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PORR AG: PORR AG resolves on share buyback programme for the purchase of own shares

Maximum volume: 2% of the share capital - Maximum number of shares: 785,565 no-par value shares

Vienna (pta013/03.10.2022/10:05) - Based on the authorization resolution granted by the 142nd Annual General Meeting of 17 June 2022, the Management Board of PORR AG ("**PORR**" or the "**Company**") has today passed a resolution to carry out a share buyback programme for the purpose of acquiring shares for no specific use (zweckfreier Erwerb) in accordance with section 65 para 1 (8) of the Austrian Stock Corporation Act (Aktiengesetz, "**AktG**"), probably in the period from 7 October 2022 (inclusive) to 30 June 2023, and to buy back own shares of PORR AG up to a maximum of 785,565 shares or up to 2% of the share capital of the Company at a price between EUR 1.00 and a maximum of 10% above the average, unweighted stock exchange closing price of the ten trading days preceding the buyback. The maximum capital requirement for this purpose is EUR 10 million.

The buyback shall take place exclusively on the Vienna Stock Exchange as well as via multilateral trading systems and shall be used for any purpose permitted under section 65 para 1 (8) AktG – also for the purpose of fulfilling possible future employee participation programmes (Mitarbeiterbeteiligungsprogramme) of PORR. The buyback will have no effect on the stock exchange listing of the shares of PORR AG.

The details of the share buyback programme will be published at <https://porr-group.com/en/investor-relations/porr-share/corporate-actions/>.

A credit institution was mandated to execute the share buyback. The credit institution has to take its decision on the timing of the buyback of Company shares independently of and not influenced by PORR AG and comply with the conditions for trading (Handelsbedingungen) set out in Article 3 of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016.

Terms and conditions of the share buyback programme:

1. Date of the authorization resolution of the Annual General Meeting:	Resolution of the Annual General Meeting pursuant to section 65 para 1 (4) and (8) as well as para 1a and para 1b of the 142nd Annual General Meeting of 17 June 2022.	
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<p>2. Date and way of publication of the resolution of the Annual General Meeting:</p>	<p>The resolution of the Annual General Meeting was published on 17 June 2022 via an electronically operated information dissemination system pursuant to section 119 para 7 and para 9 of the Austrian Stock Exchange Act 2018 (Börsegesetz; "BörseG 2018") in connection with section 2 Austrian Publication Regulation 2018 (Veröffentlichungsverordnung 2018).</p>	
<p>3. Commencement and expected term of the buyback programme:</p>	<p>The buyback programme will commence on 7 October 2022 (inclusive) and is expected to be in place until presumably 30 June 2023.</p>	
<p>4. Type of shares:</p>	<p>The buyback programme relates to the no-par value bearer shares of PORR AG (ISIN AT0000609607).</p>	
<p>5. Intended maximum volume of the buyback:</p>	<p>Buyback of up to 785,565 shares (corresponding to up to 2% of the share capital of the Company).</p>	
<p>6. Maximum and minimum amount to be paid per share:</p>	<p>In accordance with the authorisation resolution of the Annual General Meeting and the implementing resolution of the Management Board, the amount to be paid per share for the buyback shall not be lower than EUR 1.00 (lower price limit) and not higher than a maximum of 10% above the average, unweighted stock exchange closing price of the ten trading days preceding the buyback. The maximum purchase price for shares under the share buyback programme is EUR 10 million.</p>	

7. Type and purpose of the buyback:	The buyback shall be carried out exclusively on the stock exchange as well as via multilateral trading facilities and shall serve any purpose permissible pursuant to section 65 para 1 (8) AktG – also for the fulfilling of possible future employee participation programmes).	
8. Any impact of the buyback programme on the listing of Company shares:	None.	
9. Number and allocation of the share options to be granted or already granted to employees, executive employees and to the individual members of the governing bodies of the Company or of an affiliated company of the Company :	Neither the Company nor any of its affiliates currently maintains a share option programme (whereas the Company has reserved the possibility of a future employee share option programme [Mitarbeiterbeteiligungsprogramm]).	

PORR AG hereby notifies pursuant to section 5 para 4 of the Austrian Publication Regulation 2018 (Veröffentlichungsverordnung; "VVO") that the details to be published pursuant to section 7 VVO regarding the transactions carried out within the scope of this buyback programme as well as any amendments to the buyback programme to be published pursuant to section 6 VVO will be published on the website of PORR AG (www.porr-group.com) under the section "Investor Relations" (<https://porr-group.com/en/investor-relations/porr-share/corporate-actions/>).

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