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PORR AG: PORR AG resolves on share buyback programme to acquire own shares

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The Management Board of PORR AG (**"PORR"** or **"Company"**) today resolved, on the basis of the existing authorization of the Annual General Meeting, to carry out a share buyback programme (Aktienrückkaufprogramm) for the purpose of acquiring own shares for no specific use (*zweckfreier Erwerb*) in accordance with section 65 para 1 (8) of the Austrian Stock Corporation Act (*Aktiengesetz*; **"AktG"**) and to acquire own shares up to a maximum of 392,782 shares or a maximum of 1% of the Company's share capital 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 share buyback. The Company currently does not have any own shares. The share buyback shall be carried out exclusively via the Vienna Stock Exchange as well as via multilateral trading facilities (MTF) and shall serve any purpose permitted under section 65 para 1 (8) AktG (including for the purpose of implementing any future employee stock option programs at PORR).

This resolution on a share buyback programme is based on the authorization resolution of the 146th Annual General Meeting on 28 April 2026 to acquire own shares pursuant to section 65 para 1 (4) and (8) as well as para 1a and para 1b AktG both on and off the stock exchange in an amount of up to 10% of the share capital, also excluding the shareholders' quota-based right to tender (*quotenmäßiges Andienungsrecht der Aktionäre*).

A credit institution was mandated to carry out 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 has to comply with the conditions for trading (*Handelsbedingungen*) set out in Article 3 of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016, as amended.

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 AktG of the 146th Annual General Meeting on 28 April 2026.
2. Date and way of publication of the resolution of the Annual General Meeting:	The resolution of the Annual General Meeting was published on 28 April 2026 via an electronically operated information dissemination system pursuant to section 119 para 7 and para 9 of the Austrian Stock Exchange Act 2018 (*Börsegesetz 2018;* **"BörseG 2018"**) in conjunction with section 2 of the Austrian Publication Regulation 2018 (*Veröffentlichungsverordnung 2018*).
3. Commencement and expected term of the share buyback programme:	The share buyback programme will commence on 14 October 2026 (inclusive) and is expected to be in place until presumably 31 March 2027.
4. Types of shares covered by the share buyback programme:	The share buyback programme relates to the no-par value bearer shares of PORR AG (ISIN AT0000609607).
5. Intended maximum volume of the share buyback:	Share buyback of a maximum of 392,782 shares or a maximum of 1% of the Company's share capital.
6. Maximum and minimum amount to be paid per share:	In accordance with the authorization resolution of the Annual General Meeting and with the implementing resolution of the Company's Management Board, the amount to be paid per share for the share 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 program is up to EUR 15 million.

7. Nature and purpose of the share buyback:	The share buyback shall be carried out exclusively via the stock exchange as well as via multilateral trading facilities (MTF) and shall, in the sense of a purpose-free acquisition (*zweckfreier Erwerb*), serve any purpose permitted under section 65 para 1 (8) AktG (including for the purpose of implementing any future employee stock option programs).
8. Any impact of the share 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 executive bodies of the Company or an affiliated company of the Company:	At its Annual General Meeting on 28 April 2026, the Company has approved a Long-Term Incentive Program (**LTIP**). In addition, the Company has reserved the right to implement an employee stock option program (*Mitarbeiterbeteiligungsprogramm*) in the future.

Share buybacks are executed by a credit institution that has to take its decision on the time of the buyback independently of and not influenced by the Company and has to comply with the trading conditions in accordance with Article 3 of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016, as amended.

Notice pursuant to section 5 para 4 of the Austrian Publication Regulation 2018 (*Veröffentlichungsverordnung 2018*; "**VVO**"): The fulfilment of the disclosure obligations pursuant to sections 6 and 7 VVO regarding the publication of any amendments to the share buyback programme or details of the transactions carried out under the share buyback programme by PORR AG is provided exclusively on the Company's website at www.porr-group.com under the section "Investor Relations" (https://porr-group.com/en/investor-relations/porr-share/corporate-actions).

This publication serves for the purpose of publication pursuant to sections 4 and 5 VVO. This publication is not a public offer to acquire shares in PORR AG and does not constitute any obligation for PORR AG or any of its subsidiaries to accept offers for the buyback of Company shares.

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