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ANNOUNCEMENT OF OFFER RESULTS



PORR AG

(a stock corporation under Austrian law, FN 34853 f, the "**Company**")

PORR AG announces the results of its Offer according to the Tender Offer Memorandum in respect of its EUR 150,000,000 Undated Resetable Fixed Rate Subordinated Notes issued on 6 February 2020 (XS2113662063) and its EUR 50,000,000 Undated Resetable Fixed Rate Subordinated Notes issued on 18 November 2021 (XS2408013709).

2 February 2024. Today the Company announces the results of its invitation to eligible holders of its outstanding EUR 150,000,000 Undated Resetable Fixed Rate Subordinated Notes issued on 6 February 2020 (XS2113662063) (the "**2020 Notes**") and its outstanding EUR 50,000,000 Undated Resetable Fixed Rate Subordinated Notes issued on 18 November 2021 (XS2408013709) (the "**2021 Notes**", and together with the 2020 Notes the "**Notes**") to tender such Notes for purchase by the Company for cash, announced on 24 January 2024 (the "**Offer**").

The Company has accepted for purchase Notes validly tendered pursuant to the Offer in an aggregate scaled principal amount of EUR 135,000,000 (the "**Maximum Acceptance Amount**").

Description of the Notes	Principal amount of Notes validly tendered	Aggregated principal amount of Notes accepted for purchase	Purchase Price per Note	Accrued Interest per Note	Principal amount outstanding following settlement of the Offer

EUR 150,000,000 Undated Resetable Fixed Rate Subordinated Notes issued on 6 February 2020	EUR 119,929,000	EUR 103,550,000	99.50 per cent.	EUR 0.00. Since the payment of interest on the 2020 Notes is scheduled for 6 February 2024, no Accrued Interest will be paid on the Settlement Date (6 February 2024).	EUR 46,450,000
EUR 50,000,000 Undated Resetable Fixed Rate Subordinated Notes issued on 18 November 2021	EUR 36,400,000	EUR 31,450,000	99.50 per cent.	EUR 16.39344	EUR 18,550,000

This announcement is for information purposes only and should be read in conjunction with the tender offer memorandum dated 24 January 2024 (the "**Tender Offer Memorandum**") prepared by the Company. Capitalised terms used in this announcement shall have the same meaning given to them in the Tender Offer Memorandum unless defined otherwise herein.

The Offer commenced on 24 January 2024 and expired at 5:00 p.m. (CET) on 1 February 2024. Settlement is expected to take place on 6 February 2024 (subject to satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date).

Notes that are not successfully tendered for purchase pursuant to the Offer will remain outstanding.

The contact details for the Dealer Managers and the Tender Agent are set out below.

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TENDER AGENT

**Kroll Issuer Services
Limited
The Shard**

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This announcement, the Tender Offer Memorandum and the Offer are not for distribution, directly or indirectly, in or into or to any person located or resident in the United States.

The Offer referenced herein is not being made, directly or indirectly, in or into the United States by use of the mails or by any means or instrumentality (including, without limitation, email, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or of any facility of a national securities exchange of the United States and the Offer cannot be accepted by any such use, means, instrumentality or facility or from within the United States.

This announcement, the Tender Offer Memorandum and the Offer do not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States.

Nothing in this announcement and the Tender Offer Memorandum constitutes an offer to buy or the invitation to offer to sell securities in Italy (except as set out in the Tender Offer Memorandum), the Republic of France (except as set out in the Tender Offer Memorandum) or any other jurisdiction in which such offer or solicitation would be unlawful.

The Tender Offer Memorandum and the Offer may only be communicated to persons in the United Kingdom in circumstances where section 21 (1) of the Financial Services and Markets Act 2000 does not apply.

The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and the Tender Offer Memorandum comes are required by the Company, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions. See "*Offer and Distribution Restrictions*" in the Tender Offer Memorandum.