



Details on the Shareholder / Shareholders (if more than one deposit holder)	
Name/Company name	
Address (postal/zip code, city, street, house number)	
for natural persons: date of birth/for legal entities registered in public registers (e.g. commercial register): name of register and registration number	
Name of the custodian bank where the deposit is held	
Bank sort code or BIC	Deposit number

_____	_____
E-mail-address	Password, which, like a codeword, can be freely chosen for the purposes of the GM
(This information facilitates the verification of the shareholder's identity when communicating at a later date, in particular during the Annual General Meeting by e-mail.)	

## **P R O X Y**

### **for the special proxy pursuant to section 3 para 4 COVID-19-Regulation**

As Shareholder of **PORR AG**, I/we hereby authorize

**Hon.-Prof. Dr. Irene Welser**  
c/o CERHA HEMPEL Rechtsanwälte GmbH  
A-1010 Vienna, Parkring 2

to represent me/us at the 140th Annual General Meeting of PORR AG, FN 34853 f, ISIN AT0000609607, Vienna, on Thursday, 28th May 2020, at 09:00 a.m., and to exercise all rights pursuant to section 3 para 4 of the COVID-19-Regulation, i.e. on my/our behalf and with legal effect for me/ us to bring up proposals for resolution, to exercise the voting right and to raise objections.

In particular, I/we authorise the above named special proxy holder in his capacity as my/our representative to exercise the voting right and pass resolution in connection with the published agenda:

I/We hereby instruct the above proxy holder to vote as follows on agenda items 2 to 7 concerning the resolutions proposed by the Management Board and the Supervisory Board, as available for download on the Company's website at [www.porr-group.com/gm](http://www.porr-group.com/gm) (tick the appropriate box; without express instruction on an item on the agenda, no vote shall be cast on that item).

In case of an individual voting for a point on the agenda, the instruction given shall apply to each single sub-point.

**ITEM 2 Appropriation of the net profit as shown in the annual financial statements as of 31 December 2019**

Vote YES	Vote NO	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**ITEM 3 Approval of the actions of the members of the Management Board for the financial year 2019**

Vote YES	Vote NO	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**ITEM 4 Approval of the actions of the members of the Supervisory Board for the financial year 2019**

Vote YES	Vote NO	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**ITEM 5 Election of the auditor / group auditor for the financial year 2020**

Vote YES	Vote NO	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**ITEM 6 Remuneration policy**

Vote YES	Vote NO	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**ITEM 7 Revocation and new authorisation regarding the acquisition of own shares as well as authorisation on the cancellation of own shares**

Vote YES	Vote NO	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

In the case of the proposals for resolution for which no or unclear instructions are given (e.g. simultaneously FOR and AGAINST the same proposal for a resolution), the special representative will abstain from voting. Without instructions, the proxy is invalid.

This proxy relates to \_\_\_\_\_ of my/ our shares (ISIN AT0000609607).

(In case you leave this field blank, the proxy will automatically relate to all shares for which the custodian bank has provided a deposit confirmation as of the record date.)

**The proxy holder does not accept orders to ask questions or read out speeches.**

Under this proxy, it is also possible to instruct the proxy holder to submit proposals for resolution, such as individual discharge, and to raise an objection in the virtual general meeting to one or more items on the agenda. I/We therefore instruct the proxy to submit or raise the following proposals for resolutions or objections to the following agenda items: (if the following table remains blank, the proxy will not submit motions for resolutions and/or raise objections)

Item of the agenda	Specification of the proposal for resolution or the objection
Item of the agenda	Specification of the proposal for resolution or the objection

It is possible to contact **Hon.-Prof. Dr. Irene Welser** directly, phone: +43 (0) 664 15 65 093 or e-mail: [irene.welser@cerhahempel.com](mailto:irene.welser@cerhahempel.com).

The proxy holder is entitled to unilaterally refrain from submitting proposals for resolution if this is contra bonos mores, abuses the law or would prevent the Annual General Meeting from being held in accordance with the rules. **It is recommended to contact the proxy holder in good time if the proxy holder is to be instructed to submit proposals for resolution and/or to raise an objection in the virtual General Meeting on one or more items on the agenda.**

The proxy holder is authorized and empowered to grant sub-proxies within the scope of this proxy and to represent other shareholders, exempting himself from the prohibition of double representation and self-contracting.

If you issue this proxy as a representative of a shareholder rather than as a shareholder, please enclose proof of your power of representation (power of attorney issued by the shareholder).

Instructions to the special proxy holder selected by you can be changed by e-mail, please include the password for identity verification, up to the time when the chairman of the Annual General Meeting announces that voting on the agenda items will begin shortly.

### **Information on data protection for shareholders**

PORR AG processes the personal data of shareholders (in particular those in accordance with section 10a para 2 Stock Corporation Act, i.e. name, address, date of birth, number of the securities deposit account, number of shares held by the shareholder, class of shares if applicable, number of the voting card and, if applicable, name and date of birth of the proxy/proxies) on the basis of the applicable data protection regulations, in particular the European General Data Protection Regulation (GDPR) and the Austrian Data Protection Act, in order to enable shareholders to exercise their rights at the Annual General Meeting. The processing of shareholders' personal data is mandatory for the participation of shareholders and their proxies in the Annual General Meeting pursuant to the Stock Corporation Act.

Information on data protection can be found in the information sheet Shareholder Data - Data Protection on the Company's website at [www.porr-group.com/gm/data](http://www.porr-group.com/gm/data).

### **Supplementary information on the proxy**

We ask for submission of the proxy document by the following means:

By e-Mail [welser.porr@hauptversammlung.at](mailto:welser.porr@hauptversammlung.at)  
(proxy documents please in PDF form)

By telefax +43 (0) 1 8900 500-64

By post or courier HV-Veranstaltungsservice GmbH  
Reference: PORR HV  
Köppel 60  
8242 St. Lorenzen/Wechsel  
Austria

Via SWIFT GIBAATWGGMS  
(Message Type MT598 or MT599,  
mandatory to state ISIN AT0000609607 in the text)

**In your interest, the proxy should be received by 27 May 2020, 4:00 p.m., at one of the above addresses, preferably by e-mail, so that the special proxy holder selected by you can access it in good time and directly.**