

I. Proxy

for the 141th Annual General Meeting of
PORR AG, at 1100 Vienna, Absberggasse 47, at 9:00 a.m., Vienna time, on 27 May 2021

IMPORTANT NOTE: This proxy does not entitle shareholders to attend the Annual General Meeting personally. Please contact your custodian bank to ensure that the securities mentioned below have been registered properly in a deposit receipt (record date: 17 May 2021) for participation in the Annual General Meeting.
Registration deadline: 21 May 2021, 24:00 hrs, Vienna time (arrival of deposit receipts)

By granting this proxy, I confirm that I have read the information published by the Company on its website or contained in the convening notice. I confirm that I agree to processing of personal data (name, address, date of birth, number of the securities account, number of shares, number of voting card and e-mail address) in order to enable the exercise of shareholders' rights during the Annual General Meeting.

Principal (shareholder)

First name, last name / company name

Street name, ZIP code, town/city of residence

Date of birth/register number

Deposit account number

Name of bank

E-mail address (granting of proxy confirms that only the principal has access to this e-mail address)

If you do not issue this proxy as shareholder but as representative of a shareholder, please attach proof of your power of representation (proxy issued by the shareholder, appointment decree from court etc.)

Granting of proxy

I/We hereby authorise the following independent voting proxy holders to

- exercise the voting right
- as well as to exercise the right of request and the objection right

with the right to grant sub-proxies and free of the restrictions in the event of multiple representation. The voting right, the right of request and the objection right can only be exercised if the voting proxy holder is instructed to do so. If there are no instructions concerning a resolution proposal, the proxy holder will abstain from the vote. If more than one voting proxy holder is ticked, the proxy shall be considered granted to the first of those ticked:

- Dr. Michael Knap**, c/o IVA, Interessenverband für Anleger
1130 Vienna, Feldmühlgasse 22
E-Mail: knap.porr@hauptversammlung.at
- or Attorney-at-law **Dr. Ulla Reisch**, c/o Urbanek Lind Schmied Reisch Rechtsanwälte OG
1030 Vienna, Landstraßer Hauptstraße 1A, Ebene 07, Top 09
E-Mail: reisch.porr@hauptversammlung.at
- or Attorney-at-law **Mag. Gernot Wilfling**, c/o Müller Partner Rechtsanwälte GmbH
1010 Vienna, Rockhgasse 6
E-Mail: wilfling.porr@hauptversammlung.at
- or Attorney-at-law **Hon.-Prof. Dr. Irene Welser**, c/o CERHA HEMPEL Rechtsanwälte GmbH
1010 Vienna, Parkring 2
E-Mail: welser.porr@hauptversammlung.at

for the following securities

_____ **Ordinary shares (ISIN AT0000609607)**
Number (If not stated, the proxy covers the number stated in the safe custody receipt.)

Limits of proxy:

II. Instructions

for the 141th Annual General Meeting of
 PORR AG, at 1100 Vienna, Absberggasse 47, at 9:00 a.m., Vienna time, on 27 May 2021

Voting instructions for the resolution proposals on the agenda

The voting proxy holder is instructed to exercise my (our) voting rights on the management's (Management Board and Supervisory Board) resolution proposals published on the Company's website as follow:

(Please tick inside the box <input checked="" type="checkbox"/> . Do not use a red pen.)		FOR	AGAINST	ABSTAIN
Management resolution proposals				
1.	Presentation of the annual financial statements including the management report, the corporate governance report, the report on payments to government entities, the consolidated financial statements including the group management report and the report of the Supervisory Board for the financial year 2020	No resolution required		
2.	Resolution on the discharge from liability of the members of the Management Board for the financial year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Election of the auditor and group auditor for the financial year 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Resolution on the remuneration report for the financial year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Election of new Supervisory Board members			
	Dipl.Ing. Iris Ortner, MBA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Dr. Susanne Weiss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	DDr. Karl Pistotnik	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Dipl.Ing. Klaus Ortner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Mag. Robert Grüneis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Hon.-Prof. Dr. Bernhard Vanas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Dr. Thomas Winischhofer, LL.M., MBA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Dr. Walter Knirsch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Resolution on the authorisation of the Management Board to dispose treasury shares by other means than via the stock exchange or a public offer and exclusion of the general right to purchase (exclusion of subscription rights) of the shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Resolution on the revocation of the authorisation of the Management Board to increase the share capital (authorised capital) together with a new authorisation of the Management Board to increase the share capital pursuant to Section 169 of the Stock Corporation Act (authorised capital) against contributions in cash and/or in kind, including an authorisation of the Management Board to exclude subscription rights and the corresponding amendments to the articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Other resolution proposals		FOR the resolution proposals	AGAINST the resolution proposals	ABSTAIN
(Please tick inside the box <input checked="" type="checkbox"/> . Do not use a red pen.)				
In case of new or amended resolution proposals of one or several shareholders in the Annual General Meeting, the voting proxy holder is instructed to vote as follows in each case:		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
In case of new or amended resolution proposals of one or several shareholders in the Annual General Meeting, the voting proxy holder is instructed to vote as follows in each case:		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If a separate vote is taken for a resolution proposal on individual items, instructions issued concerning this proposal shall apply accordingly for each individual voting process. The voting proxy holder will abstain from the vote on proposals on which the instructions are unclear (e.g. FOR and AGAINST the same proposal). If additional or amended instructions are issued after submittal of this form, the instructions issued here shall prevail if they are not amended or revoked.

Other instructions (e.g. for resolutions and objections):

[Empty box for stamp or signature]

Date

Signature/Company signature

Signature of all joint shareholders (where applicable)

Please complete and submit by 4:00 p.m., Vienna time (time of arrival) on 25 May 2021

- by **mail** to PORR AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel
- by **fax** to +43 (0) 1 8900 500 - 64
- by **e-mail** to the e-mail address (as scanned attachment; TIF, PDF, etc.) stated above for the voting Proxy holder you have chosen

Additional information is available on the Company's website: www.porr-group.com