



## PROXY

As a shareholder of PORR AG I hereby empower Mr.

**Dr. Michael Knap, IVA - Interessenverband für Anleger**

to represent me at the 143<sup>rd</sup> ordinary shareholders' meeting of PORR AG, FN 34853 f, on Friday, 28 April 2023, at 9:00 a.m. with respect to

\_\_\_\_\_ (number/all) shares at

\_\_\_\_\_ (bank that keeps the securities account)

and to exercise the voting right for me.

In particular I empower the proxy holder named above to vote and to pass resolutions on the following agenda:

1. Presentation of the annual financial statements including the management report and the consolidated financial statements including the group management report (comprising the non-financial statement) each as of 31 December 2022, the proposal for appropriation of the profit, the report made by the Supervisory Board for the financial year 2022, the (consolidated) report on payments to government entities as well as the (consolidated) corporate governance report
2. Resolution on the appropriation of the net profit
3. Resolution on the discharge from liability of the members of the Management Board for the financial year 2022
4. Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2022
5. Election of the auditors and group auditors for the financial year 2023
6. Resolution on the remuneration report for the financial year 2022
7. Resolution on a Long Term Incentive Program
8. Resolution on the adjustments and amendments on the remuneration policy
9. Election of new Supervisory Board members
10. Resolution on the 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, also in several tranches, including an authorisation of the Management Board to exclude subscription rights, as well as resolution on the corresponding amendments to the articles of association and on the authorisation of the Supervisory Board to resolve on amendments to the articles of association resulting from the issue of shares from authorised capital

I give the above mentioned proxy holder the instruction to vote in relation to agenda item 2 to 10 which are corresponding to the proposal of resolutions of the Management Board and Supervisory Board as provided for download on the website of the company at unter [www.porr-group.com/gm](http://www.porr-group.com/gm) in accordance with the invitation as follows (mark the appropriate box):

		YES-Vote	NO Vote	Abstention
TOP 2:	Resolution on the appropriation of the net profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 3:	Resolution on the discharge from liability of the members of the Management Board for the financial year 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 4:	Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 5:	Election of the auditors and group auditors for the financial year 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 6:	Resolution on the remuneration report for the financial year 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 7:	Resolution on a Long Term Incentive Program	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 8:	Resolution on the adjustments and amendments on the remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 9:	Election of new Supervisory Board members			
	Election Dipl.-Ing. Iris Ortner, MBA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Election Dr. Susanne Weiss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Election DDr. Karl Pistotnik	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Election Dipl.-Ing. Klaus Ortner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Election Mag. Robert Grüneis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Election Hon.-Prof. Dr. Bernhard Vanas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Election Dr. Thomas Winischhofer, LL.M. MBA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Election Dr. Walter Knirsch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

		YES-Vote	NO Vote	Abstention
TOP 10:	Resolution on the 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, also in several tranches, including an authorisation of the Management Board to exclude subscription rights, as well as resolution on the corresponding amendments to the articles of association and on the authorisation of the Supervisory Board to resolve on amendments to the articles of association resulting from the issue of shares from authorised capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In case I am not giving instructions (even to particular items of the agenda), the proxy is invalid without an explicit instruction. Should a single voting to an item of the agenda of the shareholders' meeting take place the granted instruction is also valid for every single subitem.

I acknowledge that the proxy holder does not accept instructions for requests to speak, for filing notices of opposition against shareholder resolutions or for raising questions or motions.

The proxy holder is entitled to delegate this authority to another person.

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(Name and address of shareholder in capital letters)

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(Date, personal signature of shareholder or facsimile signature)

**Please complete and submit by 4:00 p.m., Vienna time (time of arrival) on 27 April 2023**

- by mail to PORR AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, A-8242 St. Lorenzen am Wechsel
- by fax to +43 (0) 1 8900 500 - 50
- by e-mail to [knap.porr@hauptversammlung.at](mailto:knap.porr@hauptversammlung.at) (as scanned attachment; TIF, PDF, etc.)

Additional information is available on the Company's website: [www.porr-group.com/gm](http://www.porr-group.com/gm)