



## PROXY

As a shareholder of PORR AG I hereby empower

\_\_\_\_\_ (Name of proxy holder in capital letters)

to represent me at the 146<sup>th</sup> Annual General Meeting of PORR AG, FN 34853 f, on Tuesday, 28 April 2026, at 10:00 a.m. (local Vienna Time) with respect to

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

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

and to exercise all of my rights as a shareholder of PORR AG, in particular the voting right.

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 consolidated non-financial statement) each as of 31 December 2025, the proposal for appropriation of the profit, the report made by the Supervisory Board for the financial year 2025, 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 2025
4. Resolution on the discharge from liability of the members of the Supervisory Board for the financial year 2025
5. Election of the auditor and group auditor as well as the auditor of the consolidated sustainability statement for the financial year 2026
6. Resolution on the remuneration report for the financial year 2025
7. Resolution on a Long Term Incentive Program
8. Resolution on the adjustments and amendments on the remuneration policy
9. Resolution on the revocation of the authorisation granted to the Management Board by the Annual General Meeting on 27 May 2021 to dispose of (sell) treasury shares (own shares) pursuant to Section 65 para 1b of the Austrian Stock Corporation Act (AktG) together with the resolution on the new authorisation of the Management Board to dispose of (sell) treasury shares (own shares) by other means than via the stock exchange or a public offer and by excluding the shareholders' general right to purchase (exclusion of subscription rights)
10. Resolution on the revocation of the authorisation granted to the Management Board by the Annual General Meeting on 30 April 2024 to acquire treasury shares (own shares) pursuant to Section 65 para 1 No 4 and No 8 as well as para 1a and para 1b AktG as well as to cancel treasury shares (own shares) together with the resolution on the new authorisation of the Management Board to acquire treasury shares (own shares) pursuant to Section 65 para 1 No 4 and No 8 as well as para 1a and para 1b AktG both via the stock exchange or over the counter in the amount of up to 10 % of the share capital, also with the exclusion of the shareholders' quota-based right to tender (*Andienungsrecht der Aktionäre*), and resolution on the authorisation of the Management Board to cancel treasury shares (own shares)

11. Resolution on a conditional capital increase (bedingte Kapitalerhöhung) excluding subscription rights by up to EUR 5,891,737.00 by issuing up to 5,891,737 new, no-par value bearer shares pursuant to Section 159 para 2 no 1 AktG for the issuance to holders of convertible bonds and the determination of the requirements pursuant to Section 160 para 2 AktG as well as on the authorisation of the Management Board to determine the further details of the conditional capital increase and its implementation, in particular regarding the terms of the issue and the conversion procedure for the convertible bonds, the possibility of a mandatory conversion, the issue price as well as the exchange or conversion ratio, and resolution on the corresponding amendment to the articles of association by inserting a new paragraph (5) in § 4 of the articles of association as well as on the authorisation of the Supervisory Board to adopt amendments to the articles of association resulting from the issue of shares pursuant to the conditional capital
  
12. Resolution on the authorisation of the Management Board pursuant to Section 174 para 2 AktG within five years from the date of the resolution with the approval of the Supervisory Board to issue convertible bonds conferring the right of conversion or subscription for the acquisition of up to 5,891,737 new, no-par value bearer shares of the Company with a pro rata amount of the share capital of up to EUR 5,891,737.00, even in several tranches, and to determine all further terms, the issue and the conversion procedure with regard to the convertible bonds, the issue price as well as the exchange or conversion ratio. The subscription right of the shareholders is excluded. In addition to a subscription or conversion right, the terms and conditions of the issue may also constitute a mandatory conversion at the end of maturity or at another time. The conversion or subscription rights can be serviced by means of conditional capital or treasury shares (own shares) or by a combination of conditional capital and treasury shares (own shares), or in any other manner permitted by law. The issue price of the convertible bonds is to be determined by means of a market standard price determination scheme in consideration of generally acknowledged methods of mathematical finance

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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 the form in full and submit it by 27 April 2026, 16:00 Uhr, Vienna time (time of receipt)

By post: PORR AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen/Wechsel

Via SWIFT ISO 15022: CPTGDE5WXXX (Message Type MT598 or MT599, please ensure ISIN AT0000609607 is included in the text)

Via SWIFT ISO 20022: ou=xxx,o=cptgde5w,o=swift - seev.003.001.10 or seev.004.001.10 (if applicable seev.004.001.11)

A detailed description is available for download at [www.porr-group.com/gm](http://www.porr-group.com/gm)

By fax: +43 (0) 1 8900 500 - 50

By e-mail: [knap.porr@hauptversammlung.at](mailto:knap.porr@hauptversammlung.at) (Proxies in PDF format)

Or submit at registration on the day of the Annual General Meeting

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