

**PROXY**

As a shareholder and/or holder of capital share certificates of PORR AG I hereby empower

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

to represent me at the 134<sup>th</sup> ordinary shareholders' meeting of PORR AG, FN 34853 f, on Thursday, 22 May 2014, at 11:00 a.m. with respect to

\_\_\_\_\_(number/all) no-par value shares

\_\_\_\_\_(number/all) capital share certificates

at

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

and to exercise all of my rights as a shareholder and/or holder of capital share certificates of PORR AG, including the voting right related to shares.

In particular in the event s/he represents me as a shareholder I empower the proxy holder stated above to exercise the voting right and to pass resolutions on the following agenda:

1. Presentation of the annual financial statements including the management report, the corporate governance report, the consolidated financial statements including the group management report, the proposal for appropriation of the profit and the report made by the Supervisory Board for the financial year 2013
2. Resolution on appropriation of the net profit
3. Resolution on approval of the actions of the members of the Board of Management for the financial year 2013
4. Resolution on approval of the actions of the Supervisory Board members for the financial year 2013
5. Election of the auditor and group auditor for the financial year 2014
6. Election of new Supervisory Board members

\_\_\_\_\_  
(Name and address of shareholder  
or holder of capital share certificates in capital letters)

\_\_\_\_\_  
(Date, personal signature of shareholder  
or holder of capital share certificates or facsimile signature)