

PROXY

As a shareholder of PORR AG I hereby empower

Mr. Michael Knap („proxy holder“)
c/o IVA – Interessensverband für Anleger (Austrian Shareholder Association)
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Austria, 1130 Vienna, Feldmühlgasse 22

to represent me at the 135th ordinary shareholders' meeting of PORR AG, FN 34853 f, on Wednesday, 3 June 2015, at 11:00 a.m. 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, including 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, 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 2014
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 2014
4. Resolution on approval of the actions of the Supervisory Board members for the financial year 2014
5. Election of the auditor and group auditor for the financial year 2015
6. Election to the Supervisory Board
7. Resolution on a new division of the share capital by effecting a share split (*Aktienteilung*) in a ratio of 1:2 so that the number of shares be increased to 29,095,000, each with a calculated notional amount of EUR 1.00, together with the required amendment to the Articles of Association

I direct the aforementioned proxy holder to vote in relation to agenda item 2 to 7 as follows (mark the appropriate box):

Agenda item 2

YES vote	NO vote	Abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda item 3

YES vote	NO vote	Abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda item 4

YES vote	NO vote	Abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda item 5

YES vote	NO vote	Abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda item 6

YES vote	NO vote	Abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda item 7

YES vote	NO vote	Abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

(Name and address of shareholder in capital letters)

(Date, personal signature of shareholder or facsimile signature)