

English translation of original German version for convenience only.

PROXY

As a shareholder of PORR AG I hereby empower

(Name of proxy holder in capital letters)

to represent me at the 138th ordinary shareholders' meeting of PORR AG, FN 34853 f, on Tuesday, 29 May 2018, at 10:00 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, 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, the corporate governance report, the report on payments to government entities, 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 2017
2. Resolution on the appropriation of the net profit
3. Resolution on the approval of the actions of the members of the Management Board for the financial year 2017
4. Resolution on the approval of the actions of the Supervisory Board members for the financial year 2017
5. Election of the auditor and group auditor for the financial year 2018
6. Resolution on the revocation of the authorisation of the Management Board to effect a share capital increase (authorised capital) together with a new authorisation of the Management Board to effect a share capital increase pursuant to § 169 AktG (authorized capital) for contributions in cash and/or in kind, including an authorization of the Management Board to exclude subscription rights and corresponding amendments to the articles of association
7. Resolution on the revocation of the authorisation of the Management Board by resolution of the General Meeting on 24 May 2016 to acquire shares in the Company pursuant to § 65 para 1 No.4 and No.8 as well as para 1a and para 1b AktG together with a new authorisation of the Management Board to acquire shares in the Company pursuant to § 65 para 1 No.4 and No.8 as well as para 1a and para 1b AktG via the stock exchange or by other means outside the stock exchange in a volume of up to 10 % of the share capital, also with exclusion of a proportional right of offer by shareholders

(Name and address of shareholder in capital letters)

(Date, personal signature of shareholder or facsimile signature)