

English translation of original German version for convenience only.

PROXY

As a shareholder of PORR AG I hereby empower

Mr. Michael Knap („proxy holder“)
c/o IVA - Interessenverband für Anleger (Austrian Shareholder Association)
Phone: +43 (0)1 876 33 43-30, Mobile: +43 (0)664-213 87 40,
Fax: +43 (0)1 876 33 43-39 or E-mail: michael.knap@iva.or.at
Austria, 1130 Vienna, Feldmühlgasse 22

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 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, 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

I give the above mentioned proxy holder the instruction to vote in relation to agenda item 2 to 7 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/hv in accordance with the invitation 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"/>

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.

(Name and address of shareholder in capital letters)

(Date, personal signature of shareholder or facsimile signature)