

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](mailto:michael.knap@iva.or.at)  
Austria, 1130 Vienna, Feldmühlgasse 22

to represent me at the 139<sup>th</sup> ordinary shareholders' meeting of PORR AG, FN 34853 f, on Wednesday, 29 May 2019, 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 2018
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 2018
4. Resolution on the discharge from liability of the Supervisory Board members for the financial year 2018
5. Election of the auditor and group auditor for the financial year 2019
6. Election of new Supervisory Board members
7. Resolution on the determination of the remuneration of the Supervisory Board

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/gm](http://www.porr-group.com/gm) in accordance with the invitation as follows (mark the appropriate box):

		YES Vote	NO Vote	Abstention
TOP 2:	Resolution on the appropriation of the net profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 3:	Resolution on the discharge from liability of the members of the	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	Management Board for the financial year 2018			
TOP 4:	Resolution on the discharge from liability of the Supervisory Board members for the financial year 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 5:	Election of the auditor and group auditor for the financial year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 6:	Election of new Supervisory Board members			
	Election Dipl.-Ing. Iris Ortner, MBA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Election Dr. Susanne Weiss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Election DDr. Karl Pistotnik	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Election Dipl.-Ing. Klaus Ortner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Election Mag. Robert Grüneis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Election Hon.-Prof. Dr. Bernhard Vanas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Election Dr. Thomas Winischhofer, LL.M. MBA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Election Dr. Walter Knirsch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
TOP 7:	Resolution on the determination of the remuneration of the Supervisory Board	<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.

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(Name and address of shareholder in capital letters)

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(Date, personal signature of shareholder or facsimile signature)