

**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 extra-ordinary shareholders' meeting of PORR AG, FN 34853 f, on Wednesday, 29 October 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. Resolution on the proportional spin-off of participations held by PORR AG to PIAG Immobilien AG against issuance of shares of PIAG Immobilien AG to the shareholders of PORR AG
2. Resolution on the amendment of the articles of association in § 4, § 16, § 21 and § 22 due to the termination of the capital share certificates in the course of the spin-off according to item 1 of the agenda

\_\_\_\_\_  
(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)