

## **Notice in accordance with Article 4 (2) of Commission Regulation (EC) No 2273/2003**

The Executive Board of HOCHTIEF Aktiengesellschaft resolved on February 22, 2010 to approve the sale of HOCHTIEF shares by HOCHTIEF Pension Trust e.V. HOCHTIEF Pension Trust e.V. intends to sell on the stock market up to 2,100,950 shares in HOCHTIEF Aktiengesellschaft (ISIN DE0006070006) between February 23, 2010 and June 30, 2010. Based on the HOCHTIEF stock price as of February 19, 2010, this corresponds to a sale of shares to the value of up to EUR 115.9 million.

The shares will be sold by order and for the account of HOCHTIEF Pension Trust e.V. by a bank commissioned by HOCHTIEF Pension Trust e.V. The bank will decide independently in each instance, without influence from HOCHTIEF Pension Trust e.V., on the sale timing and the quantity to be sold. The shares will be sold on the stock market to the best possible advantage of HOCHTIEF Pension Trust e.V.

The bank must comply in this connection with the trading conditions set out in Articles 4 to 6 of Commission Regulation (EC) No 2273/2003 of December 22, 2003 (the Regulation) and with the remaining applicable stipulations. Under Article 5 (1) of the Regulation, the bank must not sell the shares at a price lower than the lower of the price of the last independent trade and the lowest current independent bid on the trading venues where the sale is carried out. Under Article 5 (2) of the Regulation, the bank must not sell more than 25 percent of the average daily volume of the shares in any one day on the stock market on which the sale is carried out. The average daily volume figure is the average daily volume traded in the last twenty stock market trading days preceding the sale.

The sale of shares may, subject to compliance with the applicable legal requirements, be halted and restarted at any time.

The transactions will be publicly disclosed in a manner compliant with the requirements of Article 4 (4) of the Regulation no later than the end of the seventh daily market session following the date of execution. HOCHTIEF Pension Trust e.V. will additionally provide regular information on the progress of the share buy-back on [www.hochtief.com](http://www.hochtief.com).

Essen, February 22, 2010

HOCHTIEF Aktiengesellschaft  
The Executive Board