

Compliance Declaration pursuant to Section 161 of the German Stock Corporations Act

After due appraisal, the Executive Board and Supervisory Board of HOCHTIEF Aktiengesellschaft submit their compliance declaration for 2010 as follows:

“HOCHTIEF Aktiengesellschaft complies in full with the recommendations of the Government Commission on the German Corporate Governance Code dated May 26, 2010 and published on July 2, 2010 by the German Ministry of Justice in the official section of the electronic Bundesanzeiger (Federal Official Gazette).

Similarly, following submission of the last Compliance Declaration in March 2010, HOCHTIEF complied until July 2, 2010 with all recommendations of the Code dated June 18, 2009 and has complied from July 3, 2010 onward with all recommendations of the Code dated May 26, 2010.”

Essen, March 2011

HOCHTIEF Aktiengesellschaft

For the Supervisory Board

For the Executive Board

Bremkamp

Dr.-Ing. Lütkestratkötter

Dr. Lohr