

**Compliance Declaration pursuant to Section 161 of the German Stock Corporations Act (AktG)**

After due appraisal, the Executive Board and Supervisory Board of HOCHTIEF Aktiengesellschaft submit their compliance declaration for 2008 as follows:

"HOCHTIEF Aktiengesellschaft complies in full with the recommendations of the Government Commission on the German Corporate Governance Code dated June 6, 2008 and published on August 8, 2008 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 on March 18, 2008, HOCHTIEF complied until August 8, 2008 with all recommendations of the Code dated June 14, 2007 and has complied from August 9, 2008 onward with all recommendations of the Code dated June 6, 2008."

Essen, March 18, 2009

HOCHTIEF Aktiengesellschaft

For the Supervisory Board

For the Executive Board

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Dr. Kohlhaussen

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Dr.-Ing. Lütkestratkötter

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Dr. Lohr